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*Red Herring Prospectus
Tuesday, August 20, 2024
Please read Section 26 and 32 of The Companies Act, 2013
(This Red Herring Prospectus will be updated upon filing
with the RoC)
100% Book Built Offer*

JAY BEE LAMINATIONS LIMITED

Corporate Identity Number: U22222DL1988PLC031038

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND CONTACT DETAILS	WEBSITE
26/36, Upper Ground Floor, East Patel Nagar New Delhi Patel Nagar East, Central Delhi, New Delhi -110008, Delhi, India	A 18 19 and 21, Phase II Noida, Nagla Charandas, Gautam Buddha Nagar, Dadri - 201305, Uttar Pradesh, India	Ms. Arti Chauhan Company Secretary and Compliance Officer	Email Address: investor@jaybeelaminations.co.in Telephone Number: +91-9870403729	www.jaybeelaminations.co.in

**THE PROMOTERS OF OUR COMPANY ARE
MR. MUDIT AGGARWAL, MR. MUNISH KUMAR AGGARWAL, MS. SUNITA AGGARWAL**

DETAILS OF THE OFFER TO PUBLIC
THE OFFER IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME (INITIAL PUBLIC OFFER OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ISSUED AND OFFERED THROUGH THE RED HERRING PROSPECTUS ARE PROPOSED TO BE LISTED ON THE EMERGE PLATFORM OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE EMERGE”).

TYPE	FRESH ISSUE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION
Fresh Issue and Offer for Sale	45,70,00 Equity Shares of face value of ₹10.00/- each aggregating to ₹[●] Lakhs	15,23,000 Equity Shares of face value of ₹10.00/- each aggregating to ₹[●] Lakhs	60,93,000 Equity Shares of face value of ₹10.00/- each aggregating to ₹[●] Lakhs	The Issue is being made pursuant to Regulation 229(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. As the Company’s post-issue face value capital exceeds ₹1000 Lakhs but does not exceed ₹2500 Lakhs.

DETAILS OF OFFER FOR SALE BY THE PROMOTER SELLING SHAREHOLDER

NAME OF THE PROMOTER SELLING SHAREHOLDER	TYPE	NUMBER OF SHARES OFFERED / AMOUNT IN ₹*	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE IN ₹ PER EQUITY SHARE
Mr. Munish Kumar Aggarwal	Promoter	15,23,000 Equity Shares of face value of ₹10.00/- each aggregating to ₹[●] Lakhs	₹0.36/-

*Subject to finalization of Basis of Allotment.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10.00/- per Equity Share. The Floor Price, the Cap Price, and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in “Basis for Offer Price” beginning on page 119 of this Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer 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 the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India, nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 27 of this Red Herring Prospectus.

ISSUER’S AND SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

Further, the Selling Shareholder, accepts responsibility for, and confirms, that the statements specifically made or confirmed by the Selling Shareholder in this Red Herring Prospectus, to the extent that the statements and information specifically pertain to the Selling Shareholder and the Equity Shares offered by such Selling Shareholder under the Offer for Sale, are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of the National Stock Exchange of India Limited. In terms of the Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as amended from time to time, our Company has received in-principal approval vide letter bearing reference number NSE/LIST/3772 dated Tuesday, August 13, 2024, from Emerge Platform of the National Stock Exchange of India Limited for using its name in this Offer Document for listing our Equity Shares on the Emerge Platform of the National Stock Exchange of India Limited. For the purpose of this Offer, the Designated Stock Exchange will be National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER TO THE OFFER



SWARAJ SHARES AND SECURITIES PRIVATE LIMITED

Contact Person: Tanmoy Banerjee/ Pankita Patel; Contact Number: +91-22-6964-9999

Email Address: ipo@swarajshares.com

REGISTRAR TO THE OFFER



BIGSHARE SERVICES PRIVATE LIMITED

Contact Person: Mr. Asif Sayyed; Contact Number: 022 - 6263 8200

E-mail Address: ipo@bigshareonline.com

BID/ OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE*	BID/ OFFER OPENING DATE*	BID/ OFFER CLOSING DATE**(1)
MONDAY, AUGUST 26, 2024	TUESDAY, AUGUST 27, 2024	THURSDAY, AUGUST 29, 2024

*Our Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as amended from time to time.

**Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs 1 Working Day prior to the Bid/ Offer Closing Date in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as amended from time to time.

(1)UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.



JAY BEE LAMINATIONS LIMITED
CIN: U22222DL1988PLC031038

Our Company was originally incorporated as a Private Limited under the name "Jay Bee Laminations Private Limited" under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Delhi on March 22, 1988. Subsequently, the status of the Company was changed to public limited, and the name of our Company was changed to "Jay Bee Laminations Limited" vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on October 23, 2023. The fresh certificate of incorporation consequent to conversion was issued on November 03, 2023, by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U22222DL1988PLC031038. For further Details of Incorporation and Change in Registered Office of our Company, please refer to section titled "Our History and Certain Corporate Matters" beginning on page 181 of this Red Herring Prospectus.

Registered Office: 26/36, Upper Ground Floor, East Patel Nagar New Delhi Patel Nagar East, Central Delhi, New Delhi, Delhi-110008, India; **Contact Number:** +91-9870403729;

Corporate Office: A 18 19 and 21, Phase II Noida, Nagla Charandas, Gautam Buddha Nagar, Dadri - 201305, Uttar Pradesh, India; **Contact Number:** +91-9870403729;

E-mail Address: investor@jaybeelaminations.co.in; **Website:** www.jaybeelaminations.co.in

Contact Person: Ms. Arti Chauhan, Company Secretary and Compliance Officer;

THE PROMOTERS OF OUR COMPANY ARE MR. MUDIT AGGARWAL, MR. MUNISH KUMAR AGGARWAL, MS. SUNITA AGGARWAL

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME (INITIAL PUBLIC OFFER OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ISSUED AND OFFERED THROUGH THE RED HERRING PROSPECTUS ARE PROPOSED TO BE LISTED ON THE EMERGE PLATFORM OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE").

PUBLIC OFFER OF 60,93,000 EQUITY SHARES OF FACE VALUE OF ₹10.00/- EACH ("EQUITY SHARES") OF JAY BEE LAMINATIONS LIMITED, THE "ISSUER" FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING PREMIUM OF ₹[●] PER EQUITY SHARE), THE "OFFER PRICE" AGGREGATING TO ₹[●] LAKHS ("THE OFFER") COMPRISING OF A FRESH ISSUE OF 45,70,000 EQUITY SHARES OF FACE VALUE OF ₹10.00/- EACH AGGREGATING TO ₹[●] LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 15,23,300 EQUITY SHARES OF FACE VALUE OF ₹10.00/- EACH BY THE PROMOTER SELLING SHAREHOLDER ("OFFER FOR SALE") AGGREGATING TO ₹[●] LAKHS OF WHICH 3,05,000 EQUITY SHARES OF FACE VALUE OF ₹10.00/- EACH AGGREGATING TO ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF 57,88,000 EQUITY SHARES AGGREGATING TO ₹[●] LAKHS (THE "NET OFFER"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00% AND 25.65% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, THE ENGLISH NATIONAL NEWSPAPER, JANSATTA, ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER AND A HINDI NEWSPAPER, HINDI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED, EACH WITH WIDE CIRCULATION, AT LEAST 2 WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

IN CASE OF ANY REVISION IN THE PRICE BAND, THE BID/OFFER PERIOD WILL BE EXTENDED BY AT LEAST 3 ADDITIONAL WORKING DAYS AFTER SUCH REVISION IN THE PRICE BAND, SUBJECT TO THE BID/OFFER PERIOD NOT EXCEEDING 10 WORKING DAYS. IN CASES OF FORCE MAJEURE, BANKING STRIKE OR SIMILAR CIRCUMSTANCES, OUR COMPANY MAY, FOR REASONS TO BE RECORDED IN WRITING, EXTEND THE BID/ISSUE PERIOD FOR A MINIMUM OF 1 WORKING DAY, SUBJECT TO THE BID/OFFER PERIOD NOT EXCEEDING 10 WORKING DAYS. ANY REVISION IN THE PRICE BAND AND THE REVISED BID/ OFFER PERIOD, IF APPLICABLE, SHALL BE WIDELY DISSEMINATED BY NOTIFICATION TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED, BY ISSUING A PUBLIC NOTICE, AND ALSO BY INDICATING THE CHANGE ON THE RESPECTIVE WEBSITES OF THE BOOK RUNNING LEAD MANAGER AND AT THE TERMINALS OF THE SYNDICATE MEMBERS AND BY INTIMATION TO DESIGNATED INTERMEDIARIES AND THE SPONSOR BANK, AS APPLICABLE.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the Qualified Institutional Buyers Portion to Anchor Investors on a discretionary basis in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("Anchor Investor Portion"), of which 1/3rd shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net Qualified Institutional Buyers Portion. Further, 5% of the Net Qualified Institutional Buyers Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net Qualified Institutional Buyers Portion shall be available for allocation on a proportionate basis to all Qualified Institutional Buyers, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net Qualified Institutional Buyers Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net Qualified Institutional Buyers Portion for proportionate allocation to Qualified Institutional Buyers. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCRBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Offer Procedure" beginning on page 280 of this Red Herring Prospectus.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 per Equity Share. The Floor Price, the Cap Price and the Offer Price (as determined by our Company in consultation with the BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in "Basis for Offer Price" beginning on page 119, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the 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 not been recommended or approved by the Securities and Exchange Board of India, nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 27 of this Red Herring Prospectus.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

Further, the Selling Shareholder, accepts responsibility for, and confirms, that the statements specifically made or confirmed by the Selling Shareholder in this Red Herring Prospectus, to the extent that the statements and information specifically pertain to the Selling Shareholder and the Equity Shares offered by such Selling Shareholder under the Offer for Sale, are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of the National Stock Exchange of India Limited. In terms of the Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as amended from time to time, our Company has received in-principal approval letter bearing reference number NSE/LIST/3772 dated Tuesday, August 13, 2024, from Emerge Platform of the National Stock Exchange of India Limited for using its name in this Offer Document for listing our Equity Shares on the Emerge Platform of the National Stock Exchange of India Limited. For the purpose of this Offer, the Designated Stock Exchange will be National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

SWARAJ
SHARES & SECURITIES PVT LTD
Swaraj Shares and Securities Private Limited
Principal Place of Business: Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India
Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel
Contact Number: +91-22-69649999
Email Address: ipo@swarajshares.com
Investor grievance Email Address: investor.relations@swarajshares.com
Corporate Identification Number: U51101WB2000PTC092621
SEBI Registration Number: INM000012980
Validity: Permanent

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited
Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400 093, Maharashtra, India
Contact Person: Mr. Asif Sayyed
Contact Number: 022 - 6263 8200
E-mail Address: ipo@bigshareonline.com
Investors Grievance E-mail Address: investor@bigshareonline.com
Website: www.bigshareonline.com
SEBI Registration Number: INR000001385
CIN: U99999MH1994PTC076534

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE*	BID/ OFFER OPENS ON*	BID/ OFFER CLOSES ON*(1)
MONDAY, AUGUST 26, 2024	TUESDAY, AUGUST 27, 2024	THURSDAY, AUGUST 29, 2024

Our Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as amended from time to time.

**Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs 1 Working Day prior to the Bid/ Offer Closing Date in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, as amended from time to time.

(1)UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines, or policies shall be to such legislation, act, regulations, rules, guidelines, or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI (ICDR) Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Description of Equity Shares and Terms of the Articles of Association*” on page 126, 209, 240, 172, and 311 respectively of this Red Herring Prospectus, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
Jay Bee Laminations/ Company/ Issuer	Jay Bee Laminations Limited, a company incorporated under the Companies Act, 1956 having its registered office at, 26/36, Upper Ground Floor, East Patel Nagar, New Delhi Patel Nagar East, Central Delhi, New Delhi, Delhi-110008, India
We / us / our	Unless the context otherwise indicates or implies, refers to our Company
you / your / yours	Prospective Bidders in this Offer

COMPANY RELATED TERMS

Term	Description
AoA / Articles / Articles of Association	The Articles of Association of our Company, as amended from time to time
Audit Committee	The Audit Committee of our Company, constituted on November 09, 2023, in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 192 of this Red Herring Prospectus
Auditors / Statutory Auditors /	The Statutory Auditors of our Company, currently being M/s. Oswal Sunil & Company, Chartered Accounts, having their office at 71, Daryaganj, Delhi-110002, India
Bankers to our Company	Yes, Bank Limited
Board of Directors / Directors (s)	The Board of Directors of our Company, including all duly constituted Committees thereof as the context may refer to “ <i>Our Management</i> ” beginning on page 192 of this Red Herring Prospectus
Chairman / Chairperson	The Chairman / Chairperson of Board of Directors of our Company being Mr. Munish Kumar Aggarwal
Chief Financial Officer / CFO	The Chief Financial Officer of our Company is Mr. Subhash Raghav
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company is Ms. Arti Chauhan
Corporate Identification Number / CIN	U22222DL1988PLC031038
Corporate Office	The corporate office of the Company is situated at A 18 19 and 21, Phase II Noida, Nagla Charandas, Gautam Buddha Nagar, Dadri - 201305, Uttar Pradesh, India
CSR Committee	The CSR Committee of our Company, constituted on June 17, 2022, followed by its re-constitution on November 07, 2023, in accordance with Section 135 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 196 of this Red Herring Prospectus
Equity Shares	Equity Shares of our Company of Face Value of ₹10.00/- each fully paid-up
Equity Shareholders/ Shareholders	Persons / entities holding Equity Share of our Company

Term	Description
Executive Directors	Executive director(s) of our Company. For further details of the Executive Directors, see “ <i>Our Management</i> ” on page 184 of this Red Herring Prospectus
Group Companies	In terms of SEBI (ICDR) Regulations, the term “ <i>Group Companies</i> ” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Companies</i> ” beginning on page 206 of this Red Herring Prospectus
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 184 of this Red Herring Prospectus
ISIN	International Securities Identification Number. In this case being INE0SMY01017
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 197 of this Red Herring Prospectus
Materiality Policy	The policy adopted by our Board on November 07, 2023, for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations
Managing Director	The Managing Director of our Company being Mr. Mudit Aggarwal
MOA / Memorandum / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on November 09, 2023, in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 195 of this Red Herring Prospectus
Non-Executive Director	A Director not being an Executive Director or is an Independent Director
Peer Reviewed Auditor	A Y & Company, Chartered Accountants, bearing Firm Registration Number ‘020829C’, having their office located at 505, Fifth Floor, ARG Corporate Park Gopal Bari, Ajmer Road, Jaipur - 302006, Rajasthan, India
Promoters	The Promoters of our Company are Mr. Munish Kumar Aggarwal, Mr. Mudit Aggarwal and Mrs. Sunita Aggarwal
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 200 of this Red Herring Prospectus
Registered Office	The Registered Office of our Company situated at 26/36, Upper Ground Floor, East Patel Nagar New Delhi Patel Nagar East, Central Delhi, New Delhi, Delhi-110008, India
Registrar of Companies / RoC	Registrar of Companies, Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India
Restated Financial Statements	Restated Financial Statements and Financial Years ended on March 31, 2024, March 31, 2023, and March 31, 2022, (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI (ICDR) Regulations, as amended and the Guidance Note on “ <i>Reports in Company Prospectuses (Revised 2019)</i> ” issued by ICAI, as amended) which comprises the restated summary Statement of Assets and Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures, and notes thereto
Shareholders	The shareholders of our Company from time to time
Selling Shareholder	The Selling shareholder in our case is Mr. Munish Kumar Aggarwal
Senior Management	Senior Management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 197 of this Red Herring Prospectus
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on November 09, 2023, in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 194 of this Red Herring Prospectus

OFFER RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI (ICDR) Regulations and appended to the Bid cum Application Forms
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment / Allotted/ Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Offer to the successful Bidders, including transfer of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made
Allottees	The successful Bidder to whom the Equity Shares are being / have been allotted
Anchor Investor(s)	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Offer Period	The day, being 1 Working Day prior to the Bid / Offer Opening Date, i.e., Monday, August 26, 2024, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than 2 Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Investor Selling Shareholder, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations One- third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it will be the Anchor Investor Bidding Date
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Bidders and which will be considered as an application for allotment in terms of the Red Herring Prospectus

Term	Description
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Bank and Sponsor Bank and in this case being Axis Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer and which is described in the chapter titled “Offer Procedure” beginning on page 303 of this Red Herring Prospectus
Bid	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹10.00/- each and in multiples of [●] Equity Shares of face value of ₹10.00/- each thereafter (Upon determination of the Price Band)
Bid / Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date i.e., Thursday, August 29, 2024, after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of Financial Express, an English daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation. Our Company, in consultation with the Book Running Lead Manager may, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI (ICDR) Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall also be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI (ICDR) Regulations
Bid / Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date i.e., Tuesday, August 27, 2024, on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of Financial Express, an English daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation.
Bid / Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI (ICDR) Regulations, provided that such period shall be kept open for a minimum of 3 Working Days. Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI (ICDR) Regulations
Bidder/ Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centers	The centers at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs, and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Offer is being made
Book Running Lead Manager / BRLM	The Book Running Lead Manager to the Offer, namely, Swaraj Shares and Securities Private Limited
Broker Centers	Broker Centers notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Broker are available on the respective

Term	Description
	websites of the Stock Exchange (www.nseindia.com)
CAN / Confirmation of Allocation Note	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, i.e. ₹[●] per Equity Share
Cash Escrow and Sponsor Bank Agreement	Agreement dated Tuesday, June 11, 2024, between our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the Book Running Lead Manager, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank, and Sponsor Bank, for collection of the Bid Amount on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Offer Price finalized by our Company in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable), etc.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange at www.nseindia.com
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which Equity Shares will be Allotted in the Offer
Designated Market Maker	Shreni Shares Limited (<i>Formerly Known as Shreni Shares Private Limited</i>) will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	NSE Emerge
Draft Red Herring Prospectus / DRHP	The Draft Red Herring Prospectus dated Tuesday, April 16, 2024, issued in accordance with the SEBI (ICDR) Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it was not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constituted an invitation to subscribe or purchase for the Equity Shares
Escrow Account	Account to be opened with the Escrow Collection Bank and in whose favor the Anchor

Term	Description
	Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	Bank(s), which are clearing members and registered with SEBI as a banker to an Offer under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, Axis Bank Limited
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted
Fresh Offer	The fresh offer of 45,70,000 Equity Shares of face value of ₹10.00/- each aggregating to ₹[●] Lakhs by our Company.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars, as amended from time to time. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Manager
Gross Proceeds	Gross proceeds of the Offer that will be available to our Company
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and NSE
Market Maker Reservation Portion	The Reserved portion of 3,05,000 Equity Shares of face value of ₹10.00/- each at an Offer Price of ₹[●] aggregating to ₹[●] Lakhs for Designated Market Maker in the Public Offer of our Company
Market Making Agreement	The Agreement among the Market Maker, the Book Running Lead Manager and us Company dated Tuesday, April 16, 2024, read with Addendum to Market Making Agreement Wednesday, June 12, 2024
Mobile App(s)	The mobile applications listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 3 or such other website as may be updated from time to time, which was used by UPI Bidders to submit Bids using the UPI Mechanism.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Mutual Fund Portion	Up to 5% of the Net QIB Portion of 52,000 Equity Shares of face value of ₹10.00/- each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations
Net Offer	The Net Offer Less Market maker portion of 57,88,000 Equity Shares of face value of ₹10.00/- each at price of ₹[●] per Equity Shares aggregating to ₹[●] Lakhs
Net Proceeds	The Offer Proceeds less the offer related expenses. For further details regarding the use of the Net Proceeds and the offer expenses, see “ <i>Objects of the offer</i> ” beginning on page 109 of this Red Herring Prospectus
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non - Institutional Bidders / Non- Institutional Investors / NIIs	All Bidders that are not QIBs, RIBs and who have Bid for Equity Shares, for an amount of more than ₹2.00 lakhs (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer comprising of up to 8,72,000 Equity Shares of face value of ₹10.00/- each which shall be available for allocation to NIIs in accordance with the SEBI (ICDR) Regulations, to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
NSE Emerge	SME Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI SEBI (ICDR) Regulations
Offer	The Initial Public Offer of 60,93,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Shares (including premium of ₹[●] per Equity Share)

Term	Description
	aggregating to ₹[●] Lakhs, comprising of Fresh Issue and Offer for Sale.
Offer Agreement	The agreement dated Monday, March 11, 2024, read with Addendum to Offer Agreement Tuesday, June 11, 2024, entered amongst our Company, the Selling Shareholder, and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale of 15,23,000 Equity Shares of face value of ₹10.00/- each aggregating up to ₹[●] Lakhs by Mr. Munish Kumar Aggarwal
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Offer which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 109 of the Red Herring Prospectus.
Offered Shares	15,23,000 Equity Shares of face value of ₹10.00/- each aggregating up to ₹[●] Lakhs being offered for sale by the Promoter Selling Shareholder in the Offer
Price Band	The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised in all editions of Financial Express (an English daily newspaper), and all editions of Jansatta (a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation), at least 2 Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be available to the Stock Exchange for the purpose of uploading on their respective website.
Pricing Date	The date on which our Company in consultation with the Book Running Lead Manager, will finalize the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 and 28 of the Companies Act, and the SEBI (ICDR) Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	Bank account opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Bank	The banks which are a clearing member and registered with SEBI as a banker to an offer, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Account and ASBA Accounts will be opened, in this case being Axis Bank Limited
Qualified Institutional Buyers / QIBs / QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations
QIB Bidders	QIBs who Bid in the Offer
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer comprising up to 28,50,000 Equity Shares of face value of ₹10.00/- each which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price
Red Herring Prospectus / RHP	The Red Herring Prospectus dated Tuesday, August 20, 2024, issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least 3 Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or

Term	Description
	part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being Axis Bank Limited
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar / Registrar to the Offer	Registrar to the Offer being Bigshare Services Private Limited
Registrar Agreement	The agreement dated Tuesday, November 21, 2023, read with Addendums to Registrar Agreement dated Thursday, March 07, 2024, and Friday, June 14, 2024, among our Company, the Selling Shareholder, and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidders / Retail Individual Investors / RIBs / RIIs	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹2.00 lakhs in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer comprising of up to 20,66,000 Equity Shares of face value of ₹10.00/- each, which shall be available for allocation to RIBs in accordance with the SEBI (ICDR) Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	The Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid during the Offer Period or withdraw their Bids until Bid / Offer Closing Date
SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI
Self-Certified Syndicate Bank(s) / SCSBs	<p>The banks registered with SEBI, offering services, (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and (ii) in relation to ASBA through the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.</p> <p>In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at 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=43 respectively, as updated from time to time</p>
Share Escrow Agent	Share escrow agent appointed pursuant to the Share Escrow Agreement, namely, Bigshare Services Private Limited
Share Escrow Agreement	The share escrow agreement dated Friday, June 14, 2024, entered into amongst our Company, the Selling Shareholder, the Share Escrow Agent and the Book Running Lead Manager, in connection with the transfer of the Offered Shares by the Selling

Term	Description
	Shareholder and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	The Bidding Centers where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public offer in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the Book Running Lead Manager to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI Bidders as per the UPI Mechanism, in this case being Axis Bank Limited
Syndicate Agreement	Syndicate agreement dated Tuesday, June 14, 2024, entered into between our Company, Promoter Selling Shareholder, Registrar, and the Members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate Member.
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications, and place order with respect to the Offer, namely Shreni Shares Limited (<i>Formerly Known as Shreni Shares Private Limited</i>)
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Manager and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate / Members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Bidder, as proof of registration of the Application
Underwriters	The Underwriters in this case are Shreni Shares Limited (<i>Formerly Known as Shreni Shares Private Limited</i>) and Swaraj Shares and Securities Private Limited
Underwriting Agreement	Underwriting Agreement dated Tuesday, April 16, 2024, read with Addendum to Underwriting Agreement Wednesday, June 12, 2024, between our Company, Book Running Lead Manager, and the Underwriters
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹5.00 lakhs in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹5.00 lakhs using UPI Mechanism, shall provide their UPI ID in the bid-cum- application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no.

Term	Description
	20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Willful Defaulter or Fraudulent Borrower	Willful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Delhi are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Bid / Offer Period, "Working Day" shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Delhi are open for business; and with reference to (iii) the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

INDUSTRY RELATED TERMS

Term	Description
AA Y	Antodaya Ann Yojna
ACC	Advanced chemistry cell
ACW	ABB Customer World
AIC	Atal Incubation Centre
AIFs	Alternative Investment Funds
BOT	Build-Operate-Transfer
BSNL	Bharat Sanchar Nigam Limited
C&I	commercial and industrial
CEA	Central Electricity Authority's
CHIPS	Creating Helpful Incentives to Produce Semiconductors for America Act
CPI	Consumer Price Index
DoS	Department of Space
DPA	Deendayal Port Authority
DPIIT	Department for Promotion of Industry and Internal Trade
DPP	Defence Procurement Procedure
EAC	Experts' Advisory Committee
EBITDA	EBITDA provides a comprehensive view of our financial health. It facilitates evaluation of the year-on-year performance of our business and excludes other income.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the profitability of our business and assists in tracking the margin profile of our business and our historical performance and provides financial benchmarking against peers.
Employee count	Employee count shows Employees strength of the company
ESDM	Electronics System Design and Manufacturing
ESG	environmental, social, and governance
Fixed Asset Turnover	Fixed Asset Turnover is a measure of our efficiency in utilizing assets to generate revenue
FPI	Foreign Portfolio Investment

Term	Description
FTAs	Free Trade Agreements
G-SECS	Government securities
GDP	gross domestic product
Gross Block	Gross block represents the total worth of all the assets currently employed in the business
Gross Block/Revenue from Operations	Gross block/ Revenue from Operations is a measure of our efficiency in utilizing assets to generate revenue
GW	gigawatts
HFI	High-Frequency Indicators
ICEA	Indian Cellular and Electronics Association
IDRCL	India Debt Resolution Co. Ltd
IISR	Indian Institute of Spices Research
IMF	International Monetary Fund
IRA	Inflation Reduction Act
MITRA	Mega Investment Textiles Parks
MoSPI	Ministry of Statistics & Programme Implementation
MoU	Memorandum of Understanding
NaBFID	National Bank for Financing Infrastructure and Development
NAM	National Association of Manufacturers
NARCL	National Asset Reconstruction Company Ltd
Net Debt	Net Debt is a liquidity metric, and it represents the absolute value of borrowings net of cash and cash equivalents, bank balances and other cash and cash equivalents and current investments in the company
Net Debt to EBITDA	Net Debt to EBITDA ratio enables us to measure the ability and extent to which we can cover our debt in comparison to the EBITDA being generated by us.
Net Working Capital (in days)	Net Working Capital Days describes the duration it takes for us to convert our working capital into revenue.
Net Worth (Total Equity)	Net Worth is an indicator of our financial standing/ position as of a certain date. Net Worth is also known as Book Value or Shareholders' Equity
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability of our business and provides financial benchmarking against peers as well as to compare against the historical performance of our business.
PECF	Pondicherry Engineering College Foundation
PLI	productivity linked incentive
PM-DevINE	North-East Region
PMGKAY	Pradhan Mantri Garib Kalyan Ann Yojana
PPP	Public-Private Partnership
Profit after tax/ PAT	PAT represents the profit/loss that we make for the financial year or during a given period. It provides information regarding the overall profitability of our business.
RDSS	Revamped Distribution Sector Scheme
Return on Capital Employed (RoCE) (%)	Return on Capital Employed represents how efficiently we generate earnings before interest & tax from the capital employed.
Return on Equity (RoE) (%)	Return on Equity represents how efficiently we generate profits from our shareholders' funds.
Revenue from operation	Revenue from operations represents the scale of our business as well as provides information regarding our overall financial performance
SDLs	State Development Loans
SEBI	Securities and Exchange Board of India
SET	States' Electricity Transition
SPECS	Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors
SPI	Strengthening of Pharmaceutical Industry
Third-Party Order Book	Third Party Order Book as the name suggest represents estimated unexecuted contract value from a third party, it is an indicator of visibility of future revenue from third-party customers
Total Debt	Total Debt is a financial position metric, and it represents the absolute value of borrowings

Term	Description
Total Debt to Equity	The total Debt to Equity Ratio is a measure of the extent to which our Company can cover our debt and represents our debt position in comparison to our equity position. It helps evaluate our financial leverage.
TTDF	Telecom Technology Development Fund
UDAY	Ujjwal DISCOM Assurance Yojana

CONVENTIONAL TERMS / ABBREVIATION

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BN	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2020, as amended
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CBS	Core Banking Solution
CDSL	Central Depository Services (India) Limited
CFPI	Consumer Food Price Index
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Bidder's beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013, and applicable to the extent notified by MCA till date
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020
CPI	Consumer Price Index
CY	Calendar Year
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India

Term	Description
	(Depositories and Participants) Regulations, 1996, CDSL and NSDL
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EoGM	Extra-ordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTP	Foreign Trade Policy
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods & Services Tax
HNIs	High Net worth Individuals
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offering
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISO	International Organization for Standardization
IST	Indian Standard Time
KMP	Key Managerial Personnel
Ltd	Limited
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant

Term	Description
	Bankers) Regulations, 1992, as amended
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NECS	National Electronic Clearing Service
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OPC	One Person Company as defined under section 2(62) of The Companies Act, 2013
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended

Term	Description
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account.
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VC	Venture Capital
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WIP	Work in process
Wilful Defaulter(s) or a Fraudulent Borrower	Wilful defaulter or a Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Red Herring Prospectus to 'India' are to the Republic of India and its territories and possessions and all references herein to the 'Government', 'Indian Government', 'GoI', 'Central Government' or the 'State Government' are to the GoI, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time. Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus. In this Red Herring Prospectus, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

Financial Data

Unless stated otherwise, the financial statements in this Red Herring Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements comprises of the restated statement of assets and liabilities for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the restated statement of profit and loss, the restated statement of cash flows and the restated statement of changes in equity for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the summary of significant accounting policies and explanatory notes, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI (ICDR) Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 209 of this Red Herring Prospectus.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Red Herring Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated Financial Statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, the Companies Act, Ind AS, and the SEBI (ICDR) Regulations. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 27, 150, and 217 respectively, of this Red Herring Prospectus, and elsewhere in this Red Herring Prospectus have been calculated on the basis of the "*Restated Financial statements*" of our Company as beginning on page 209 of this Red Herring Prospectus.

Currency and Units of Presentation

All references to "Rupees", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US\$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America, EUR or "€" are Euro currency.

All references to the word "Lakh" or "Lac", means "One hundred thousand" and the word "Million" means "Ten Lakhs" and the word "Crore" means "Ten Million" and the word "Billion" means "One thousand Million".

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

This Red Herring Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

Definitions

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1 of this Red Herring Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 311 of this Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Red Herring Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENTS

All statements contained in this Red Herring Prospectus that are not statements of historical fact constitute forward- looking statements. All statements regarding our expected financial condition and results of operations, business, plans, and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward-looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- We have a history of net loss in the Fiscal Year 2021, and we anticipate increased expenses in the future.;
- We currently operate two manufacturing facilities, located at Noida & Greater Noida. Any slowdown or disruption in our manufacturing operations in any of our manufacturing facilities could have a material and adverse impact on our business operations and financial performance.
- We do not have any long-term agreements with our customers. If our customers choose not to source their requirements from us or manufacture such products in-house, our business and results of operations may be adversely affected.
- If there are delays or if the costs of setting up and the possible time or cost overruns related to the expansion of the Unit-II or the purchase of plant and machinery for the said Unit-II are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.
- We may not be able to sustain historical growth in our revenue from operations and profit for year in future periods which could have an adverse impact on our financial condition and results of operation.
- Under-utilization of capacity of our manufacturing facilities and an inability to effectively utilize our manufacturing facilities may have an adverse effect on our business and future financial performance.
- Demand for our products is related to growth and trends of our end user industry. Decline in sales of our customers may adversely affect the demand for our products which in turn would adversely impact our business, financial condition, results of operations and prospects.
- If our customers dispute or default on their payment obligations to us, we may be subject to adverse cash flows and may be required to spend significant amounts in recovering amounts due, in turn adversely impacting our cash flows, results of operations and future prospects.

- We do not have long-term agreements with our suppliers for raw materials, and an inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations, financial condition, and cash flows.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 27, 149, and 217 of this Red Herring Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect the current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Promoters, the Promoter Selling Shareholder, the Book Running Lead Manager, nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In this regard, the Promoter Selling Shareholder shall, severally and not jointly, ensure that our Company and Book Running Lead Manager are informed of material developments in relation to the statements and undertakings specifically confirmed or undertaken by the Promoter Selling Shareholder with respect to the Offered Shares in the Red Herring Prospectus until the time of the grant of listing and trading permission by the National Stock Exchange of India Limited for this Offer.

SECTION II – SUMMARY OF OFFER DOCUMENT

Summary of our Business

Established in 1988, Jay Bee Laminations Limited, currently manufactures and supplies range of products such as electrical laminations, slit coils, and assembled cores made of Cold Rolled Grain Oriented Silicon steel and Cold-Rolled Non-Grain-Oriented Steel for applications in transformers, UPS, and inverters, for end-use in power industry.

For more details, please refer chapter titled “*Our Business*” beginning on page 149 of this Red Herring Prospectus.

Summary of our Industry

Electricity distribution companies (DISCOMs) are the backbone of the country’s power sector. Their poor financial health can have a ripple effect on the efficient functioning of the electricity generation and transmission sector. For India’s growth momentum to stay intact, the efficient functioning of all three is crucial. According to International Monetary Fund (IMF) estimates, its gross domestic product (GDP) could grow by 6.3% in the fiscal year (FY) 2025. The Central Electricity Authority’s (CEA) Optimal Generation Mix report for 2029-30 projects a peak electricity demand of 334.8 gigawatts (GW) and electrical energy requirement of 2,279.7 billion units (BU) for 2029-30. To meet this demand, India needs to add 777.1GW of capacity, including 251.7GW of coal and lignite, 292.7GW of solar photovoltaic, 99.9GW of wind and 53.8GW of hydro.

(Source: <https://ieefa.org/resources/government-drives-power-sector-reforms-key-financial-initiatives>)

For more details, please refer chapter titled “*Industry Overview*” beginning on page 129 of this Red Herring Prospectus.

Our Promoters

The promoters of our company are Mr. Munish Kumar Aggarwal, Mr. Mudit Aggarwal, and Mrs. Sunita Aggarwal.

Offer Size

The following table summarizes the details of the Offer. For further details, see “*The Offer*” and “*Offer Structure*” beginning on pages 265 and 274, respectively, of this Red Herring Prospectus.

Present Offer of Equity Shares by our Company*	60,93,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs
The Offer consists of :	
Fresh Offer	45,70,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs
Offer for Sale	15,23,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs
Of which:	
Market Maker Reservation Portion	3,05,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs
Net Offer	57,88,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs

**This Offer has been authorized by our Board pursuant to resolution passed on Thursday, February 15, 2024, and by our Shareholders Resolution pursuant to a resolution passed on Thursday, February 29, 2024.*

***Our Board has taken the consent received from the Promoter Selling Shareholder dated Wednesday, April 10, 2024, to participate in the Offer for Sale. The Equity Shares being offered by the Promoter Selling Shareholder have been held by it for a period of at least 1 year immediately preceding the date of this Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI (ICDR) Regulations. For detail of consent received from the*

Promoter Selling Shareholder for the Offer for Sale, see “Other Regulatory and Statutory Disclosures –Authority for the Offer – Consent by the Promoter Selling Shareholder”.

Objects of the Offer

This Offer comprises of Fresh Offer of 45,70,000 Equity Shares of face value of ₹10.00/- each by our Company aggregating to ₹[●] Lakhs and an Offer for Sale of 15,23,000 Equity Shares of face value of ₹10.00/- each aggregating to ₹[●] Lakhs by the Selling Shareholder.

Our Company intends to utilize the Net Proceeds from the Fresh Offer for the following objects:

Sr. No	Particulars	Amount (₹ in Lakhs)
1.	Funding Working Capital Requirements of our Company	Up to 4,300*
2.	General Corporate Purpose**	[●]*
	Total	[●]

*To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

*The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds.

Our Company will not receive any proceeds received from the Offer for Sale by the Selling Shareholder. However, except for the listing fees which shall be solely borne by our Company, all offer expenses will be shared, upon successful completion of the Offer, between our Company and the Promoter Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares offered and allotted by our Company in the Fresh Offer and the offered shares sold by the Promoter Selling Shareholder in the Offer for Sale. The proceeds of the Offer for Sale shall be received by the Selling Shareholder to his respective portion of the proceeds from the Offer for Sale in proportion of the Equity Shares offered by the respective Selling Shareholder as part of the Offer for Sale and will not form part of the Net Proceeds.

For further details, please refer to chapter titled “Objects of the Offer” beginning on page 109 of this Red Herring Prospectus.

Aggregate Pre-Offer Shareholding of our Promoters, our Promoter Group, and the Promoter Selling Shareholder, as a percentage of the Pre-Offer Paid Up Share Capital of our Company

- 1) Set forth is the Pre-Offer shareholding of our Promoters, Promoter group as a percentage of the paid-up share capital of the Company:

Particular	Pre-Offer		Post-Offer	
	Number of Equity Shares of face value of ₹10.00/- each	Percentage holding	Number of Equity Shares of face value of ₹10.00/- each	Percentage holding
Promoters				
Mr. Mudit Aggarwal	10,92,600	6.07%	10,92,600	4.84%
Mr. Munish Kumar Aggarwal (also, the Promoter Selling Shareholder)	1,38,02,400	76.69%	1,22,79,400	54.41%
Ms. Sunita Aggarwal	23,76,600	13.21%	23,76,600	10.53%
Total (A)	1,72,71,600	95.97%	1,57,48,600	69.78%
Promoter Group				
M/s MK Aggarwal HUF	1,20,000	0.67%	1,20,000	0.53%
Ms. Priya Gupta	60,000	0.33%	60,000	0.27%
M/s Mudit Aggarwal HUF	6,000	0.03%	6,000	0.03%
Total (B)	1,86,000	1.03%	1,86,000	0.82%
Total (A+B)	1,74,57,600	97.00%	1,59,34,600	70.61%

- 2) Set out below is the aggregate pre-Offer shareholding of the Promoter Selling Shareholder, as a percentage of the pre-Offer paid-up equity share capital of the Company.

Particular	Pre-Offer		Offered Shares		Post-Offer	
	Number of Equity Shares of face value of ₹10.00/- each	Percentage holding	Number of Equity Shares of face value of ₹10.00/- each	Percentage holding (calculated on Post-Offer)	Number of Equity Shares of face value of ₹10.00/- each	Percentage holding
Mr. Munish Kumar Aggarwal	1,38,02,400	76.69%	15,23,000	6.75%	1,22,79,400	54.41%
Total	1,38,02,400	76.69%	15,23,000	6.75%	1,22,79,400	54.41%

Summary of Restated Financial Statements

(₹ in lakhs other than share data)

Particulars	For the year ended March 31		
	2024	2023	2022
Share Capital	1,799.76	299.96	299.96
Net worth [#]	6,281.44	4,346.17	2986.17
Total Revenue ^{\$}	30,349.56	24,748.86	14,167.39
Profit after Tax	1,935.27	1,360.00	595.17
Earnings per share (Basic & diluted) (Post Bonus & Split) (₹) [@]	10.75	7.56	3.18
Net Asset Value per Equity Share (Post Bonus & Split) (₹) [*]	34.90	24.15	16.59
Total borrowings [^]	2,416.15	3,143.25	2,693.08

[#] Net worth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off

^{\$}Total Revenue = Restated Revenue from operations plus Restated Other Income

[@] Earnings per share (Basic & diluted) = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period

^{*}Net Asset Value per Equity Share = Restated Net worth / No. of equity shares

[^]Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings

Notes:

- (1) Pursuant to a resolution passed by our Board on September 01, 2023, and a resolution passed by the Shareholders on September 25, 2023, each equity shares of face value of ₹100/- each has been split into 10 Equity Shares of face value of ₹10/- each.
- (2) Our Board of Directors pursuant to a resolution dated October 11, 2023, and Shareholders pursuant to a special resolution dated October 12, 2023, have approved the issuance of 1,49,98,000 bonus Equity Shares of face value of ₹10.00/- each in the ratio of five Equity Shares for every one existing fully paid-up Equity Share.

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

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Information.

Summary of Outstanding Litigations & Material Developments

A summary of pending legal proceedings and other material litigations involving our Company, our Promoters, our Directors, and our Group Companies as on the date of this Red Herring Prospectus is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	7	Nil	Nil	Nil	5	647.66
Against the Company	Nil	9	Nil	Nil	Nil	304.19
Directors excluding Promoters						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our directors	Nil	3	Nil	Nil	Nil	66.70
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	2	Nil	Nil	Nil	65.32
Group Companies						
By Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

For further details, please refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 240 of this Red Herring Prospectus.

Risk Factors

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 27 of this Red Herring Prospectus.

Summary of Contingent Liabilities of our Company

As per Restated Financial Statements:

Particulars	For the year ended March 31		
	2024	2023	2022
Contingent Liability			
1. Related to Direct tax matters	54.51	--	143.19
2. Related to Indirect Tax matters	2.29	--	--
Capital Commitment			
Estimated value of contracts in capital remaining to be executed (net of capital advance)	777.66	--	--
Custom Duty against import under EPCG Scheme	--	--	--

For details, please refer to Section titled “*Annexure – XII – Contingent Liabilities - Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Contingent Liabilities*” beginning on pages F-24 and 227 of this Red Herring Prospectus.

Summary of Related Party Transactions

As required under Accounting Standard 18 “Related Party Disclosures” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

List of Related Parties where Control exists and Relationships:

Sr. No.	Name of the Related Party	Relationship
1.	HMTD Engineering Private Limited	Entities in which Key Management Personnel (KMP)/relative of KMP exercise significant influence/ or is trustee
2.	M.S. Stampings Private Limited	
3.	Arvind Conductors Private Limited	
4.	Parkshala	
5.	Munish Kumar Aggarwal	Key Managerial Personnel
6.	Mudit Aggarwal	Key Managerial Personnel
7.	Sunita Aggarwal	Relative of KMP
8.	Priya Gupta	Relative of KMP

Transactions during the year	For the Financial Year Ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Sales: HMTD Engineering Private Limited	154.94	9.54	0.57
Purchase: HMTD Engineering Private Limited	370.96	164.61	62.38
Rent Expense: Arvind Conductors Private Limited	60.00	48.00	48.00
CSR Expense: Parkshala	16.55	4.26	-
Interest Expense			
Munish Kumar Aggarwal	-	4.71	9.48
Sunita Aggarwal	-	0.10	0.09
Mudit Aggarwal	-	-	0.59
M.S. Stampings Private Limited	-	4.05	4.50
Remuneration			
Munish Kumar Aggarwal	132.00	132.00	78.00
Sunita Aggarwal	30.00	30.00	30.00
Mudit Aggarwal	30.00	30.00	30.00
Priya Gupta	18.00	18.00	18.00
Loan Taken			
Munish Kumar Aggarwal	60.90	113.50	393.55
Mudit Aggarwal	4.92	-	10.00
Sunita Aggarwal	25.00	-	-
Priya Gupta	2.95	-	-
Loan Repaid			
M.S. Stampings Private Limited	63.74	18.93	-
Munish Kumar Aggarwal	113.61	172.98	443.14
Mudit Aggarwal	4.92	11.15	10.00
Sunita Aggarwal	26.74	-	-
Priya Gupta	2.95	-	-

Outstanding Balance (Receivables)/Payable	For the Financial Year Ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Loan			
Munish Kumar Aggarwal	-	52.70	107.94
Sunita Aggarwal	-	1.74	1.65
Mudit Aggarwal	-	-	11.02
M.S. Stampings Private Limited	-	63.74	79.02

Outstanding Balance (Receivables)/Payable	For the Financial Year Ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Priya Gupta	-	-	-
Remuneration Payable			
Munish Kumar Aggarwal	(1.21)	7.27	4.54
Sunita Aggarwal	1.44	1.93	1.82
Mudit Aggarwal	1.51	1.93	1.88
Priya Gupta	1.25	1.09	1.10
Trade Receivable			
HMTD Engineering Private Limited	(197.04)	-	-
Lease Rental Security to Arvind Conductors Private Limited	(75.72)	(22.32)	(22.32)
Expense Payable			
Arvind Conductors Private Limited	-	-	8.64

For details of the related party transactions, please see note “Annexure – IX – Statement of Related Party and Transactions - Restated Financial Statements” on page F-23 of this Red Herring Prospectus.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter group, Selling Shareholder, our Directors, and their relatives have financed the purchase by any other person of securities of our Company during a period of 6 months immediately preceding the date of this Red Herring Prospectus.

Weighted Average Price of Equity Shares acquired by our Promoters and the Promoter Selling Shareholder in the last 1 year

The weighted average cost of acquisition of Equity Shares by our Promoters and the Promoter Selling Shareholder in the last one (1) year preceding the date of this Red Herring Prospectus set forth in the table below:

Sr. No.	Name of the Promoters/ Promoter Selling Shareholder	No of Equity Shares of face value of ₹10.00/- each acquired in last 1 year	Weighted Average cost of Acquisition (in ₹)
1.	Mr. Munish Kumar Aggarwal [^]	1,15,02,000	Nil
2.	Mr. Mudit Aggarwal	9,10,500	Nil
2.	Ms. Sunita Aggarwal	19,80,500	Nil

[^]Also the Promoter Selling Shareholder

The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last 1 year.

Average Cost of Acquisition of Promoters and the Promoter Selling Shareholder

The average cost of acquisition of Equity Shares by our Promoters and the Promoter Selling Shareholder is set forth in the table below:

Sr. No.	Name of the Promoters/ Promoter Selling Shareholder	No of Equity Shares of face value of ₹10.00/- each held	Average cost of Acquisition (in ₹)
1.	Mr. Munish Kumar Aggarwal	1,38,02,400	0.36
2.	Mr. Mudit Aggarwal	10,92,600	1.40
3.	Ms. Sunita Aggarwal	23,76,600	1.32

The average cost of acquisition of Equity Shares by our Promoters and Promoter Selling Shareholder have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

Details of Pre-IPO Placement

Our Company has not undertaken any pre-IPO placement.

Issue of Equity Shares for Consideration other than cash in the last 1 Year

Except for the Bonus Issue of 1,49,98,000 Equity Shares of face value of ₹10.00/- each, our company has not issued Equity Shares for consideration other than cash in the one (1) year preceding the date of this Red Herring Prospectus.

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
October 13, 2023	1,49,98,000	₹10.00/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Mr. Munish Kumar Aggarwal	1,15,02,000
						Mr. Mudit Aggarwal	910,500
						Ms. Sunita Aggarwal	19,80,500
						M/s M K Aggarwal HUF	1,00,000
						Ms. Priya Gupta	50,000
						Mr. Karan Motwani	4,50,000
M/s Mudit Aggarwal HUF	5,000						

Split / Consolidation of Equity Shares in the last 1 Year

Except as disclosed below, our company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Red Herring Prospectus.

Pursuant to a resolution passed by our Shareholders on September 25, 2023, each equity shares of face value of ₹100/- each has been split into 10 Equity Shares of face value of ₹10.00/- each. Accordingly, authorized share capital of our Company was sub-divided from 25,00,000 equity shares of face value of ₹100.00/- each to 2,50,00,000 Equity Shares of face value of ₹10.00/- each and the issued, subscribed, and paid-up capital of our Company was sub-divided from 2,99,960 equity shares of face value of ₹100.00/- each to 29,99,600 Equity Shares of face value of ₹10.00/- each. For details, see “Capital Structure” on page 94 of this Red Herring Prospectus.

Exemption from Complying with any provisions of Securities Laws, if any, granted by SEBI

Our Company had filed an exemption application dated Monday, December 11, 2023 (“*Exemption Application*”) under Regulation 300(1)(c) of the SEBI (ICDR) Regulations seeking an exemption from considering and disclosing Mr. Bharat Bhushan Jindal’ (Brother of Promoter Ms. Sunita Aggarwal and Brother-in-law of our Promoter Mr. Munish Kumar Aggarwal, an immediate relative and Promoter Group in terms of Regulation 2(I) (pp) of the SEBI (ICDR) Regulations and his related entities, in accordance with the SEBI (ICDR) Regulations.

However, the application did not meet the criteria outlined in Regulation 300 of the SEBI (ICDR) Regulations, as Mr. Bharat Bhushan Jindal is an immediate relative of the promoter, and the sole basis for seeking exemption is strained family ties and his reluctance to be classified as part of the promoter group. Consequently, vide SEBI, in its letter dated April 02, 2024, referenced as SEBI/HO/CFD/RAC-DIL2/P/OW/2024/12983/1, has granted permission for us to disclose information regarding him as available in the public domain.

SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. Potential investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate, or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows, and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows, and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Industry Overview”, “Our Business”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 129, 149, 209 and 217, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in this Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that we are incorporated under the laws of India and are subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates, and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. For further information, see “Forward-Looking Statements” on page 18 in this Red Herring Prospectus. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Red Herring Prospectus. For further information, see “Restated Financial Information” on page 209 in this Red Herring Prospectus. Unless the context otherwise requires, in this section, references to “we”, “us”, or “our”, “the Company” or “our Company” refers to Jay Bee Laminations Limited.

Internal Risk Factors

- 1. We have a history of net loss in the Fiscal Year 2021, and we anticipate increased expenses in the future. Any failure to increase our revenue sufficiently to keep pace with our initiatives, investments, and other expenses could prevent us from achieving profitability or positive cash flow on a consistent basis in future periods.***

In the Fiscal Year of 2021, our Company experienced a net loss of ₹198.37 Lacs, primarily attributed to the ongoing impact of the COVID-19 pandemic. This global crisis significantly disrupted our sales and turnover, leading to a downturn in our financial performance for the year. Looking ahead to future Fiscal Years, we anticipate a rise in operating expenses as Company’s embark on strategic initiatives to expand Unit-II. This expansion entails the acquisition of new machinery, increasing operational capacities and infrastructure, and an augmentation of our marketing and promotional endeavours. These initiatives may be more costly than we expect and may not result in increased net revenue. In addition, when we become a listed company, we will incur additional significant legal, accounting, and other expenses that we did not incur as an unlisted company. Any failure to increase our net revenue sufficiently to keep pace with our initiatives, investments, and other expenses could prevent us from achieving profitability or positive cash flow on a consistent basis in future periods.

If we are unable to successfully address these risks and challenges as we encounter them, our business, cash flows, financial condition and results of operations could be adversely affected. If we are unable to generate adequate revenue growth and manage our expenses and cash flows, we may continue to incur significant losses in the future.

- 2. We currently operate two manufacturing facilities, located at Noida & Greater Noida. Any slowdown or disruption in our manufacturing operations in any of our manufacturing facilities could have a material and adverse impact on our business operations and financial performance.***

We currently operate two manufacturing facilities located at Noida & Greater Noida with commercial production of CRGO & CRNGO steel cores with applications in transformers, UPS & inverters. Any disruption in our manufacturing operations involving the shutdown of our plant in any of our manufacturing facilities resulting from any factors beyond our control, including socio-economic, regulatory, policy or political developments, *force majeure*, natural calamities, or civil disruption, could result in a material adverse impact on our business operations and financial performance, particularly due

to the long period of time required for rebuilding to resume production. Further, there can be no assurance that equipment in our manufacturing facilities will not malfunction, resulting in discontinuation of production. Any malfunction or shutdown of any of the plant would adversely impact production and could result in us incurring significant losses from shutdown of operations, capital expenditure to replace any malfunctioning furnace or other equipment, and thereby materially and adversely affecting our business, results of operations, financial condition, and cash flows.

In the past, we have faced certain disruptions in our manufacturing facility located. For example, as a result of the COVID-19 pandemic lockdown and other related restrictions, our business operations experienced disruption for the Fiscal 2021. Consequently, our sales, and turnover dwindled, ultimately leading to a net loss of ₹198.37 Lacs in Fiscal 2021. In addition, in the Fiscal 2021 we experienced utilization issues in both units of production primarily on account of delayed supply of raw materials due to the COVID-19 lockdown there, which impacted and delayed our production, capacity utilization, all of which ultimately affected the sales, and delayed its respective payment from the clientele. However, disruptions due to COVID-19 did not have a material impact on our financial condition in Fiscal 2022, 2023 and 2024.

The table below provides our actual production and capacity utilization as of/ for the financial years ended March 31, 2024, 2023, and 2022:

Particulars	For the Fiscal Years ended March 31					
	2024		2023		2022	
	Actual Production (Metric Tons per annum)	Capacity Utilization (%)*	Actual Production (Metric Tons per annum)	Capacity Utilization (%)*	Actual Production (Metric Tons per annum)	Capacity Utilization (%)*
Unit I	5,594	85.00%	4,491	68.00%	3,049	46.00%
Unit II	3,795	80.00%	2,917	61.00%	2,642	56.00%
Total Combined	9,389	83.00%	7,408	65.00%	5,691	51.00%

*As certified Ocean Tech Engineering Consultancy Service vide their certificate dated Wednesday, August 14, 2024.

Our business is therefore dependent on our ability to ensure continued operations and production at optimal levels, which may be impacted by various operating risks, including industrial accidents, severe weather conditions as CRGO steel is sensitive to water and moisture, natural disasters, workforce productivity, regulatory developments and compliance, adequate and timely supply of raw materials, management of continuous operations, quality of products manufactured. Any significant malfunction or breakdown of our equipment may also entail significant repair and maintenance costs and cause delays in our operations. However, as on date of this Red Herring Prospectus, there has been no instance of significant malfunction or breakdown of our equipment in the past. Further, we depend on third party suppliers of raw materials as well as equipment and services required for continuing operations. Our inability to effectively rectify any disruption, in a timely manner and at an acceptable cost, could lead to delays in the entire production cycle and an inability to comply with our clients' requirements, thereby adversely impacting our business operations and future financial performance.

3. We do not have any long-term agreements with our customers. If our customers choose not to source their requirements from us or manufacture such products in-house, our business and results of operations may be adversely affected.

We do not have firm commitment long-term supply agreements with our customers and instead rely on short term purchase orders to govern terms of our sales of products, from our customers. Many of the purchase orders specify a price per unit delivery schedule, and the quantities to be delivered. However, certain customers, particularly the public sector undertakings, initiate the procurement processes following acceptance of the tenders, typically through rate contracts which are usually valid for a period of 6 months to 1 year. Yet, if the quantities are to be determined closer to the date of delivery, then there may be a possibility for such orders to be amended or cancelled prior to finalization, and should such an amendment or cancellation take place, it may adversely impact our revenue and production schedules. As of the date of this Red Herring Prospectus, there have been no instances of any amendments or cancellations.

We are dependent on certain of our key customers and the details of contribution of our top five and top 10 customers to our total revenue from operations for the Fiscals 2024, 2023 and 2022, have been set out below.

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Top 5	12,625.29	41.71%	9,446.00	38.30%	6,072.67	42.99%
Top 10	17,337.22	57.27%	13,611.00	55.18%	7,994.14	56.59%

Additionally, certain customers have high and stringent standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations and specifications could result in the cancellation or non-renewal of purchase orders. There are also a number of factors, other than our performance that could cause the loss of a customer. Customers may demand, among others, price reductions, setoff any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition. As of the date of this Red Herring Prospectus, there have been no such instances in the past.

Accordingly, we face the risk that our customers might not place any order or may even cancel existing orders or make change in their policies which may result in reduced quantities being manufactured by us for our customers. Cancellations, reductions, or instructions to delay production (thereby delaying delivery of products manufactured by us) by a significant customer could adversely affect our results of operations by reducing our sales volume, as well as by possibly causing delay in our customers' paying us for the order placed for purchasing the inventory with us which we would have manufactured for them. We do not find customers or purchasers for the surplus or excess capacity; in which case we would be forced to incur a loss. As of the date of this Red Herring Prospectus, there have been no such instances of cancellation of an existing order or in instructions to delay production the past.

Further, in the event our major customers face any form of adverse effect due to exigent circumstances, resulting in a sustained decline in the demand for their products, could prompt them to reduce their production volumes, in turn affecting their demand for our products. The volume and timing of sales to our major customers may also adversely vary due to variation in: (i) delay in or cancellation; (ii) demand or requirements; (iii) manufacturing strategy; and (iv) growth strategy. As we do not have firm commitment in the form of long-term supply agreements with our customers, there is no commitment on the part of our major customers to continue to place new purchase orders with us and as a result, our cash flow and consequent revenue may fluctuate significantly from time to time. Further, we may not find any other customers for the surplus or excess capacity, in which case we may be forced to incur a loss.

In addition, we make significant decisions, encompassing the determination of desired business levels, raw material procurement strategies, capacity utilization plans, production schedules, manpower allocation, and other resource requirements. These decisions are predicated on our estimates of customer orders over a time horizon spanning from one to four months. The changes in demand for their products (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and limit our ability to maximize utilization of our manufacturing capacity.

Additional risks that could significantly harm our customers as well as us, include:

- action undertaken by the government to tax our business, or that of our customers;
- recession in countries in which our key customers operate their businesses;
- slowdown and reduced spending in the industries in which our customers operate;
- our customers' inability to effectively manage their operations;
- a change in their management which may results in us not being a preferred supplier to them; and
- changes in laws affecting our customers to operate profitably.

4. ***If there are delays or if the costs of setting up and the possible time or cost overruns related to the expansion of the Unit-II or the purchase of plant and machinery for the said Unit-II are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.***

We are currently in the process of expanding our existing premises at Unit-II, which involves investing in infrastructure development, acquiring new machinery, and establishing a laboratory . The new manufacturing facility is already installed in Unit-II. Plant & machinery is currently in the process of being installed and commissioned. Following the completion, Unit-II is projected to commence commercial operations by the 3rd quarter of Fiscal Year 2025. Utilizing the same premises for this expansion is anticipated to boost production and sales, leading to improve per-unit costs and the realization of economies of scale, thereby enhancing profit margins.

At present, Plant and machinery is being installed and commissioned in the new facility. However, we cannot guarantee that the performance of these external agencies will meet the required specifications or performance parameters. Furthermore, the timely identification of suitable replacement external agencies may pose challenges. In the event of inadequate performance by these agencies, there could be additional costs and delays. Securing necessary financing within the expected timeframe also remains uncertain.

Additionally, some of the plant, machinery, and equipment required for the expansion may need to be sourced from abroad, adding complexity to procurement and logistics processes. Any delay in the transportation of such assets or damage to the assets acquired due to inter alia defaults by transportation agencies may further result in cost and time overruns. The estimated costs for setting up the plant, machinery and equipment are based on the management’s estimates and current conditions which are subject to change, owing to prospective changes in external circumstances, costs and other financial conditions.

There could be delays in setting up the proposed factory unit with the requisite plat and machinery, as a result of, amongst other things, requirement of obtaining approvals from statutory or regulatory authorities, contractors’ or external agencies’ failure to perform, exchange rate fluctuations, unforeseen engineering problems, disputes with workers, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, interest and finance charges, cost escalation and/ or force majeure events (including the continuing impact of the COVID-19 pandemic, geopolitical tensions, etc.), any of which could give rise to cost overruns and delays in our implementation schedules. If the actual capital expenditures on setting up the proposed factory unit significantly exceed our budgets, we may not be able to achieve the intended economic benefits of the proposed factory unit, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion or commissioning of our plants and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. Setting up of the proposed factory unit will require us to obtain various approvals, which are routine in nature. There can be no assurance that we will be able to obtain these registrations and approvals in a timely manner or at all. Further, in the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For further information, please see the chapter titled “*Government and Other Statutory Approvals*” on page 249 of this Red Herring Prospectus.”

5. ***We may not be able to sustain historical growth in our revenue from operations and profit for year in future periods which could have an adverse impact on our financial condition and results of operation.***

Set forth below are details of our revenue from operations and profit after tax in the corresponding periods:

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Revenue from Operations	30,290.97	24,666.47	14,125.12
Profit for the year/ period	1,935.27	1,360.00	595.17

For further information, including in relation to revenue from operations and profit after tax see “*Management’s Analysis and Discussion of Financial Condition and Results of Operations*” beginning on page 217 of this Red Herring Prospectus. A decrease in the demand of our products may result in a decrease in our revenue from operations and profitability. As of the date of this Red Herring Prospectus, there have been no such instances in the past. We cannot assure you that our growth strategy will continue to be successful or our revenue from operations and profits will continue to increase at the historical

rates. Our inability to manage our business, profitability and growth strategy could have a material adverse effect on our business, financial condition, and results of operations.

6. Information relating to capacity utilization of our manufacturing facilities included in this Red Herring Prospectus is based on various assumptions and estimates. Under-utilization of capacity of our manufacturing facilities and an inability to effectively utilize our manufacturing facilities may have an adverse effect on our business and future financial performance.

Information relating to our capacity utilization of our manufacturing facilities included in this Red Herring Prospectus is based on various assumptions and estimates of our management and independent chartered engineer, namely, *Ocean Tech Engineering Consultancy Service*, including proposed operations, assumptions relating to availability and quality of raw materials, potential utilization levels and operational efficiencies. For further information regarding our manufacturing facilities, including our historical installed capacity and estimated capacity utilization, see “*Our Business - Description of our Business and Operations - Manufacturing Facilities*” and “*Our Business - Description of our Business and Operations – Capacity and Capacity Utilization*” on page 150 of this Red Herring Prospectus. Actual and future manufacturing volumes and capacity utilization rates may differ significantly from the estimated production capacities of our manufacturing facilities. Undue reliance should therefore not be placed on the information relating to our installed capacities or historical capacity utilization of our manufacturing facilities included in this Red Herring Prospectus.

Further, there is no guarantee that our future production or capacity utilization levels will match or exceed our historical levels. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term could increase our cost of production and our operating costs and adversely impact our business, growth prospects and future financial performance. As of the date of this Red Herring Prospectus, there have been no such instances of under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term in the past. Our expected return on capital invested is subject to, among other factors, the ability to ensure satisfactory performance of personnel to further grow our business, our ability to absorb additional infrastructure costs and utilize the expanded capacities as anticipated. In case of oversupply in the industry or lack of demand, we may not be able to utilize our capacity efficiently.

7. Demand for our products is related to growth and trends of our end user industry. Decline in sales of our customers may adversely affect the demand for our products which in turn would adversely impact our business, financial condition, results of operations and prospects.

Demand for our products is directly related to the production and sales of our end user industry. For further information, see section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting our Results of Operations and Financial Condition*” on page 219 of this Red Herring Prospectus.

Set out below are the revenues generated from various end-use industries and as a percentage of our revenue from sale of products:

Sectors	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Total Revenue	Amount (₹ in Lakhs)	% of Total Revenue	Amount (₹ in Lakhs)	% of Total Revenue
Transformers	29,642	97.92%	24,194	98.12%	13,896	98.38%
Inverters / UPS	32	0.11%	17	0.07%	0	0.00%
Others (Scrap etc.)	598	1.98%	447	1.81%	229	1.62%
Total	30,272	100.00%	24,658	100%	14,125	100%

The production and sales of our end user industry for which we supply products are affected by a variety of other factors that are beyond our control, including currency fluctuations, government procurement schemes for customers’ products, changes in government policies, changes in consumer demand, product mix shifts favouring economic conditions, demographic trends, disruptions in these industries’ supply chain, labour relations, regulatory requirements, credit availability and cost of credit and general economic and industry conditions. For example, in the Fiscal Year of 2021, our Company experienced a net loss of ₹198.37 Lacs, primarily attributed to the ongoing impact of the COVID-19 pandemic. This global crisis significantly disrupted our sales and turnover, leading to a downturn in our financial performance for the year.

It is difficult to forecast events which affect the profitability and liquidity of our customers or the success or sustainability of any strategies undertaken by any of our customers in response to ongoing economic or industry trends. Reduced demand in the industries we currently supply to, continued uncertainty and other unexpected fluctuations or change in regulations, customs, taxes or other barriers or restrictions adversely affecting the market, particularly those impacting our customers could have a material adverse impact on our business, results of operations, cash flows and financial condition.

For further information on our key customers, see section entitled “*Our Business*” on page 165 of this Red Herring Prospectus.

8. ***If our customers dispute or default on their payment obligations to us, we may be subject to adverse cash flows and may be required to spend significant amounts in recovering amounts due, in turn adversely impacting our cash flows, results of operations and future prospects.***

We are subject to counterparty credit risk and a significant delay in receiving payments or non-receipt of large payments from our customers may adversely impact our business, financial condition, cash flows and results of operations. Due to the inherent nature of our industry, we are required to extend credit terms to our customers and in the event of defaults or disputes with our customers, we may be subject to adverse cash flows or acute working capital mismatches. The following table sets forth below details of our credit cycle, as well as our trade receivables, in the corresponding periods:

Particulars	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Trade Receivables (₹ in Lakhs)	5,419.66	5,198.02	2,744.39
Trade receivables turnover ratio	5.71	6.21	5.54
Trade receivables days	64	58.77	65.88
Outstanding for less than 6 months	4,835.13	4,634.00	2,121.98
Outstanding for more than 6 months	584.53	564.02	622.41

During the Fiscal Years 2024, 2023, and 2022, our Company has written-off of debtors amounting to ₹5.23 Lakhs, ₹20.49 Lakhs, and ₹447.45 Lakhs respectively. While we have recently put our Internal credit control policy in place, there is no assurance that, in the future, we will be in a position to accurately assess our clientele creditworthiness.

If a significant customer defaults on or delays payment on any order to which we have devoted significant resources, it may affect our profitability and liquidity and decrease capital resources available to us for other uses, including our obligations under the credit facilities granted to us by our lenders as well as our ability to fund payables to our suppliers, which may further result in reduced availability of raw materials and/or increased raw material costs. If we are unable to finance our working capital needs or to secure other financing, when needed, on acceptable commercial terms, it may adversely affect our business, financial condition, results of operations and prospects.

9. ***The Restated Financial Statements were prepared by a peer-reviewed chartered accountant who is not our Company’s statutory auditor, introducing potential differences in accounting standards and policies.***

The restated financial statements for our Company covering the financial years ending March 31 for 2024, 2023, and 2022, have been prepared by M/s A Y & Company, Chartered Accountants, who bear Peer Review Certificate bearing registration number ‘011177’, although they are not the statutory auditors of our Company. As a result, there may be differences in interpretation and application of accounting standards and policies compared to those applied by our statutory auditor. Investors should consider this factor when evaluating the accuracy and reliability of the financial information presented.

10. ***We do not have long-term agreements with our suppliers for raw materials, and an inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations, financial condition, and cash flows.***

Our results of operations depend upon our ability to obtain raw materials required for our products and other inputs regularly, at low prices and favourable terms. For the timely supply of raw materials, we have to depend on certain third-party suppliers with whom we do not have any exclusive arrangements. Our inability to procure these raw materials on terms more favourable, or at all, may constrain our raw material supply, resulting in an adverse effect on our business, financial condition, and results of operations. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, production

and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. As a result, we are susceptible to the risks arising out of raw material price fluctuations as well as import duties, which could result in a decline in our operating margins. Also, see “Restrictions in import of raw materials may adversely impact our business and results of operations”.

Further, our operations and performance are directly related to and affected by the cost of various inputs including raw materials such as CRGO and CRNGO steel coils, packing materials such as wood, hessian cloth, polythene, plastic straps, metal straps, and freight and forwarding costs. If we cannot fully offset increases in raw material prices such as MS Steel prices with increases in the prices for our assembled cores, we will experience lower margins, which will have a material adverse effect on our results of operations, financial condition, and cash flows. In the absence of such contracts, we are also exposed to the risk of unavailability of certain raw materials in desired quantities and qualities, in a timely manner or at all.

In the last three Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, we have faced issues and constraints from certain vendors, transportation hindrances, supplier-related challenges, raw material scarcity attributable to shipping and logistical constraints, inactivity of a supplier mill due to floods, non-renewal of BIS licenses required for selling in India by supplier mills, and quality concerns affecting their deliveries. Additionally, our Company’s procurement is reliant on a limited number of suppliers. However, there can be no assurance that such instances will not occur in future which may have an adverse impact on our business, results of operations and financial condition.

The table below sets forth share in our cost of raw materials from our top 5 and top 10 suppliers in the periods/years indicated:

Particulars of Suppliers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase
Top 5	19,572.74	75.34%	14,007.45	74.19%	9,014.93	63.92%
Top 10	23,062.39	88.77%	17,884.92	94.73%	11,847.72	84.01%

Please note that the Company has expressly declined to provide the names of the suppliers to protect its competitive position.

The table below sets forth our cost of raw materials and change in stock of finished goods and work in progress as a percentage of our revenue from operations in the periods/years indicated:

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Cost of raw materials and change in stock of finished goods and work in progress	24,999.21	82.53%	20,722.14	84.01%	11,300.99	80.01%

There can be no assurance that a particular supplier will continue to supply us with raw materials in the future. Further, we cannot assure you that we will be able to enter into new or renew our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

In addition, as we generally have short-term arrangements for supply of our products to our business associates, non-availability of required raw materials or any other item of production in desired quantity and quality at the appropriate time, it may impact the production and sale of our products, which may consequently have an adverse effect on our business and results of operations.

11. *There has been an instance of non-compliance with the provisions of Section 260 of the Companies Act, 1956. Any legal action taken for the said instance may have a material adverse effect on our financial and operational performance of our Company.*

Mr. Mudit Aggarwal had assumed the role of Additional Director on Thursday, May 10, 2012. According to Section 260 There has been an instance of non-compliance with the provisions of Section 260 of the Companies Act, 1956, it stipulates that “Provided that such additional Directors shall hold office only up to the date of the next annual general meeting of the company.” However, based on the compliance certificate appended to Form 66 for FY 2012-2013, it was evident that the subsequent Annual General Meeting took place on Monday, September 10, 2012, and Mr. Mudit Aggarwal had to be regularized by the board during the said Annual General Meeting. However, the Board failed to regularize his position as a Director, leading to his obligation to vacate the office on Monday, September 10, 2012. Further, our Company has suo-moto moved an application for compounding of offence under the applicable provisions of the Act in respect of non-filing of Form DIR-12 for regularization of Director within due date and thereafter filing the same belatedly. While no notice from the authority has been issued to the company so far as of the date of this Red Herring Prospectus, but in case if we receive such notices or any penal action would be taken against us then it may have an adverse effect on our financial and operational performance of the company.

Furthermore, as per the records submitted to the RoC, Mr. Munish Kumar Aggarwal had tendered his resignation from the directorship of the Company on Monday, June 04, 2012, and had been reappointed as an Additional Director on Tuesday, April 01, 2014. Mr. Mudit Aggarwal was required to vacate his office on Monday, September 10, 2012, and Mr. Munish Kumar Aggarwal had resigned on Monday, June 04, 2012. Consequently, as of Monday, September 10, 2012, the Company was left with only one director, Mrs. Sunita Aggarwal, serving on the Board. Hence, any documents executed after Monday, September 10, 2012, would lack validity. Additionally, Mrs. Sunita Aggarwal tendered her resignation on Monday, August 26, 2019, while her subsequent appointment as a Director occurred on Friday, September 08, 2023. It is evident from our observations that the company operated with only one director, Mr. Munish Kumar Aggarwal, on the board from Monday, August 26, 2019, to Friday, September 08, 2023. While, we have not undertaken any compounding actions in respect of the aforesaid non-compliances of the past. While no legal proceedings or regulatory action has been initiated against our Company or is pending in relation to untraceable secretarial and other corporate records and documents as of the date of this Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

12. *Our Promoter, Munish Kumar Aggarwal, and Key Managerial Personnel, Subhash Raghav, (Chief Financial Officer) of our Company are unable to trace their educational degrees/certificates. Our Promoter, Munish Kumar Aggarwal, and Key Managerial Personnel, Subhash Raghav, (Chief Financial Officer) of our Company are unable to trace their educational degrees/certificates. We have relied solely on undertakings furnished by them for verification of their educational qualifications, which introduces a risk of potential inaccuracies or discrepancies in their profiles.*

There are certain missing documents in relation to the educational qualifications of our Promoter, Munish Kumar Aggarwal and Key Managerial Personnel, Subhash Raghav, (Chief Financial Officer). As on date of this Red Herring Prospectus, they are unable to trace their educational degrees/certificates. While they have made applications to the respective Education Boards/universities for a copy of their educational degrees/certificates and have following up with for the same.

Accordingly, the Book Running Lead Manager has relied on the undertakings submitted by Munish Kumar Aggarwal and Subhash Raghav and have incorporated the relevant information in this Draft Red Herring Prospectus and have not been able to independently verify such information due to the non-availability of records, which introduces a risk of potential inaccuracies or discrepancies in their profiles.

While the Companies Act, 2013 read with relevant rules thereunder does not prescribe any specific requirement to hold any educational qualifications as a pre-condition for such person to be eligible for appointment as a director (including for appointment as a whole-time director) on the board of directors of a company, we cannot assure you that we will not be subject to risks arising from the unavailability of such record.

13. ***The members of our Promoter Group have been determined and relied upon on undertakings furnished by them. We have relied solely on undertakings furnished by the Promoters for verification, which introduces a risk of potential inaccuracies or discrepancies in their profiles.***

As on date of this Red Herring Prospectus, the members of the Promoter Group in accordance with the provisions of SEBI (ICDR) Regulations have been determined based on the undertakings provided by the Promoters. Accordingly, the Book Running Lead Manager has relied on these undertakings submitted by the said Promoters and have incorporated the relevant information in this Draft Red Herring Prospectus and has not been able to independently verify such information due to the non-availability of records. We cannot assure you that we will not be subject to risks arising from the unavailability of such record.

14. ***The capital build-up of our Company has been prepared in accordance and relied solely on undertakings furnished by the Company for verification of the capital build-up, which introduces a risk of potential inaccuracies or discrepancies in their capital structure.***

Certain of our Company's corporate regulatory filings and records are either not maintained nor are traceable as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs or in the physical records available at the RoC. Despite conducting internal searches and attempt to conduct a physical search of our records at the RoC, we have not been able to trace the capital build-up documents.

While information in relation to corporate actions has been disclosed in the section "Capital Structure" on page 95 of this Red Herring Prospectus, based on the available records including resolutions of our Board, minutes of the meetings of our Board and share transfer deeds, to the extent available, we may not be able to furnish any further document evidencing such allotments and/or transfers. We cannot assure you that the abovementioned corporate records will be available in the future.

As on date of this Red Herring Prospectus, section "Capital Structure" on page 93 of this Red Herring Prospectus in accordance with the provisions of SEBI (ICDR) Regulations and have been determined based on the undertakings provided by the Company. Accordingly, the Book Running Lead Manager has relied on these undertakings submitted by the said Company and have incorporated the relevant information in this Draft Red Herring Prospectus and has not been able to independently verify such information due to the non-availability of records. We cannot assure you that we will not be subject to risks arising from the unavailability of such record.

15. ***We rely on third-party transportation providers for both procurement of raw materials and distribution of our products, and the disruption of such services could adversely impact our business operations and financial performance.***

Our success depends on the supply of various raw materials required for our manufacturing facilities and transport of our finished products from our manufacturing facilities to our clients', which are subject to various uncertainties and risks. We depend on various forms of transportation to either receive raw materials for our manufacturing purposes or to deliver the products to our clients, including for certain export sales. For these purposes, we typically rely on third-party transportation and logistics providers. We do not enter into agreements with transportation providers for the delivery of our products and are therefore dependent on transportation and logistics companies that we engage with. Although we have not encountered any significant disruption to the supply and transportation of raw materials and products in the past, the operating restrictions/ lockdown consequent to the outbreak of the COVID-19 pandemic temporarily affected our ability to procure raw materials and supply and transport of our finished products in the first quarter of Fiscal 2021. There can be no assurance that any such disruption will not occur in the future as a result of these factors and that such disruptions will not be material.

The table below sets forth our freight charges on sales as a percentage of our revenue from operations in the periods indicated:

Particulars	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Freight Charges	253.81	0.84%	198.51	0.80%	1,14.45	0.81%

The disruption of transportation services due to natural factors such as weather conditions particularly during monsoon or flood seasons, or man-made factors such as strikes, accidents, or other inadequacies in the transportation infrastructure, or any other factor that could impair the ability of our suppliers to deliver raw materials to us and our ability to deliver our products to our business associates and their ability to deliver products to the end retailer in a timely manner, which may

adversely affect the sale of our products. Such raw materials and our products may get damaged, deteriorated, due to improper handling, negligence, transport strike or accidents, or any other *force majeure* events which may not be within our control. Further, the cost of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed, or lost goods. Additionally, if we lose one or more of our third-party transportation providers, there can be no assurance that we will be able to find new or alternative third-party transportation providers at all, or at terms as favourable as those which we have been in force with our current third-party transportation providers.

Further, our third-party transportation providers may not carry adequate insurance coverage and therefore, any losses that may arise during the transportation process may have to be claimed under our insurance policy, or marine insurance policy. There can be no assurance that we will receive compensation for any such claims in full amount in a timely manner or at all, and consequently, any such loss may adversely affect our business, financial condition, and results of operations. In addition, transportation costs have been steadily increasing. Any significant disruption in the distribution network could have an impact on our business and the results of operations. As of the date of this Red Herring Prospectus, there have been no such instances in the past.

16. Nearly majorly of our revenues from operations are derived on sales made within India. Our business is therefore significantly affected by fluctuations in general economic activity in India.

Our sales are primarily made to customers located in India. For the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, our revenues from Sale of Products, by geography were as follows:

Particulars	For the Financial Year ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from Sale of Products	Amount (₹ in Lakhs)	% of Revenue from Sale of Products	Amount (₹ in Lakhs)	% of Revenue from Sale of Products
Domestic	26,053.12	86.06%	20,328.91	82.44%	12,087.87	85.58%
Export*	4,218.83	13.94%	4,329.04	17.56%	2,038.83	14.43%
Total	30,271.95	100.00%	24,657.95	100.00%	14,125.12	100.00%

*Export sale includes Sale to SEZ units in India.

As our revenue comes from diverse geographical regions, we are exposed to economic, social, geographical, and political conditions that impact the Indian market overall, as well as factors specific to our sector. Our results of operations are affected by the level of credit availability, interest rates, industry preferences, unemployment rates, availability and cost of electricity, rate of inflation, currency exchange rates, tariffs, incentives, intensity of industry competition, product quality and other such factors, which in turn are affected by the macroeconomic conditions in the Indian economy.

As a part of our strategy, we intend to increase our proportion of revenues from operations coming from outside India which exposes us to markets, customers and risks that we have not managed in the past and we cannot assure you that we will be able to grow such business at a profitable basis. Further, such increased contribution in revenues from operations from outside India, also exposes us to macroeconomic conditions, exchange rate risks, counterparty risks, regulatory risk in such geographies and we may not be able to successfully manage such risks which will adversely impact our business, results of operations and financial condition.

17. A significant portion of our domestic sales (including supply to SEZ) is derived from the northern and southern region, and any adverse developments in this market could adversely affect our business.

Set forth below is certain information on our geography-wise domestic revenue from operations is on restated financial statement for the periods indicated:

Particulars	For the Financial Year ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Domestic Sales of Products	Amount (₹ in Lakhs)	% of Domestic Sales of Products	Amount (₹ in Lakhs)	% of Domestic Sales of Products
Eastern	2,286	8.71%	847	4.17%	471	3.90%
Northern	14,415	54.96%	9,116	44.84%	7,111	58.84%
Southern	5,406	20.61%	4,943	24.32%	1,657	13.71%

Particulars	For the Financial Year ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Domestic Sales of Products	Amount (₹ in Lakhs)	% of Domestic Sales of Products	Amount (₹ in Lakhs)	% of Domestic Sales of Products
Western	4,124	15.72%	5,423	26.68%	2,847	23.56%

We have historically derived a significant portion of our revenue from sales in the Northern and Southern Region of India. For the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, the revenue generated from sales in Northern and Southern region cumulatively represented 75.56%, 69.16%, and 72.55% of our revenue from Domestic Sales of Product. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in these region could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations, and cash flows. Further, our sales from this region may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services. For example, disruption of our sales and turnover, leading to a downturn in our financial performance resulting in a net loss of ₹198.37 Lacs during the outbreak of an infectious disease of COVID-19 in Financial Year 2021. Our failure to effectively react to these situations in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

18. ***Our success depends upon our ability to formalize and operationalize effective business and growth strategies. Our inability to manage our business, profitability and growth strategy could have a material adverse effect on our business, financial condition, and results of operations.***

Set forth below are details of our EBITDA and profit after tax in the corresponding periods:

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
EBITDA (₹ in Lakhs)	3,269.60	2,334.56	1,228.61
EBITDA Margin	10.79%	9.46%	8.70%
Profit after Tax (PAT)	1,935.27	1,360.00	595.17

Further, while our profit after tax was ₹595.17 Lakhs in Financial Year ended March 31, 2022 which grew by 137.92% to ₹1,360.00 Lakhs in Financial Year ended March 31, 2023, whereas our profit after tax grew by 42.30% in Financial Year ended March 31, 2024. However, we have also witnessed of loss in the Fiscal 2021 due to covid. We cannot assure you that our growth strategy will continue to be successful or that our profits will increase at all, or at similar rates.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth depends, amongst other factors, on increasing/ expanding presence across India, expanding our existing facilities, and establishing new facilities, increasing manufacturing capacity, optimizing capacity utilization levels, increasing sales of our core products, and improving operational efficiency. Our ability to achieve growth will be subject to a range of factors, including, ability to identify trends and demands in our industry; competing with existing companies in our markets; continuing to exercise effective quality control; recognition of our brand in the new regions; hiring and training qualified personnel; and ability to transport our finished products efficiently.

Many of these factors are beyond our control, and there can be no assurance that we will succeed in implementing our strategy. We may face increased risks when we enter new markets in India to expand our capacity. We may find it more difficult to hire, train, and retain qualified employees. In addition, we may have difficulty in finding reliable suppliers with adequate supplies of raw materials meeting our quality standards and distributors with efficient distribution networks. As a result, the products we introduce in new markets may be more expensive to produce and/or distribute and may take longer to reach expected sales and profit levels than in our existing markets, which could affect the viability of these operations or our overall profitability. However, as of the date of this Red Herring Prospectus, there have been no such instances in the past.

We are focusing on operational efficiencies to improve returns. Such a growth strategy will place significant demands on our management as well as our financial, accounting, and operating systems and require us to continuously evolve and improve our operational, financial, and internal controls across our organization. In particular, continued expansion increases the challenges involved in:

- making accurate assessments of the resources we will require;
- preserving a uniform culture, values, and work environment across our projects;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control, and other internal systems;
- acquiring new customers and increasing or maintaining contribution from existing customer;
- recruiting, training, and retaining sufficient skilled management, technical and marketing personnel;
- maintaining high levels of customer satisfaction; and
- adhering to expected performance and quality standards.

If we are unable to increase our production capacity, we may not be able to successfully execute our growth strategy.

Further, as we scale-up our products, we may not be able to execute our operations efficiently, which may result in delays, increased costs, and lower quality products. We cannot assure you that our future performance or growth strategy will be in line with our past performance or growth strategy. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations and financial condition.

Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial, and to expand, train, motivate and manage our workforce. We cannot assure you that our personnel, systems, procedures, and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have a material adverse effect on our business, financial condition, and profitability.

19. ***Mr. Bharat Bhushan Jindal is categorized as immediate relative and Promoter Group in terms of Regulation 2(I) (pp) of the SEBI (ICDR) Regulations. However, SEBI pursuant to its letter dated April 02, 2024, bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/12983/1, has allowed us to disclose the information relating him as available in public domain. This reliance on public domain information introduces potential risks related to the accuracy and completeness of disclosed information.***

Mr. Bharat Bhushan Jindal, being the Brother of Promoter Ms. Sunita Aggarwal and Brother-in-law of our Promoter Mr. Munish Kumar Aggarwal, qualifies as an immediate relative and a member of the Promoter Group as defined in Regulation 2(I) (pp) of the SEBI (ICDR) Regulations. However, due to strained relations within our Promoter group, communication between our Promoters and Mr. Jindal had ceased. In light of this, our Promoters, Mr. Munish Kumar Aggarwal, and Ms. Sunita Aggarwal, sent him a request letter seeking his consent to be categorized, along with the entities he is associated with, as 'Promoter Group Members of the Company' in the offer documents, and to share relevant documents, confirmations, and undertakings.

However, the application did not meet the criteria outlined in Regulation 300 of the SEBI (ICDR) Regulations, as Mr. Bharat Bhushan Jindal is an immediate relative of the promoter, and the sole basis for seeking exemption is strained family ties and his reluctance to be classified as part of the promoter group. Consequently, vide SEBI, in its letter dated April 02, 2024, referenced as SEBI/HO/CFD/RAC-DIL2/P/OW/2024/12983/1, has granted permission for us to disclose information regarding him as available in the public domain.

This regulatory classification and the reliance on public domain information introduce potential risks related to the accuracy and completeness of disclosed information about Mr. Bharat Bhushan Jindal, which investors should consider when evaluating our Company.

20. **Restrictions in import of raw materials may adversely impact our business and results of operations.**

We currently import CRGO steel and CRNGO steel from China, Poland, USA, UAE, Japan, Germany, and Czech Republic to manufacture our electrical steel products. Raw material imports are regulated by certain specific laws and regulations that permit concerned authorities to stop any import if it is deemed that the products proposed to be imported may cause major accidents or similar adverse incidents. While the raw materials we import are not restricted currently, we cannot assure you that such regulations will not be made applicable to us, or that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import raw materials.

The table below sets forth details of CIF value of Imports as a percentage of total raw material purchased during the year:

Particulars	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of total material purchased	Amount (₹ in Lakhs)	% of total material purchased	Amount (₹ in Lakhs)	% of total material purchased
Import	7,061.91	27.18%	6,346.22	32.88%	3,752.39	25.97%

Since our import of raw material is not substantial compared to our overall purchase of raw material, any foreign currency fluctuation in the ordinary course will not have a material impact on the cost of raw materials for us. However, in the event the value of the Indian Rupee depreciates substantially against US Dollar in future on account of global economic situation, our cost of material consumed may increase relatively. However, as on the date of this Red Herring Prospectus, our Company has not assessed impact on the cost of raw materials imported by us due to any substantial foreign currency fluctuation not in the ordinary course. While we have not experienced any challenges in importing such materials in the last three Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, we cannot assure you that we will not experience any such challenges in the future.

In the event we are unable to import these materials, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner or at all.

21. **Some of our properties, including our Registered and Manufacturing Unit II, are located on leased premises. There can be no assurance that we will be able to retain or renew such leases on the same or similar terms, or that we will find alternate locations for the existing offices on terms favorable to us, or at all.**

Our manufacturing facility Unit II located at B-9, Site-C, UPSIDC Industrial Area, Surajpur, Greater Noida, Gautam Buddha Nagar - 201306 Uttar Pradesh, India, and our registered office located at 26/36, Upper Ground Floor, East Patel Nagar New Delhi Patel Nagar East, Central Delhi, New Delhi - 110008, India, has been leased by us. The aforesaid properties have been leased from our related parties, which may be renewed on mutually agreed terms between the parties. For further details, see “Our Business – Properties” on page 169 of this Red Herring Prospectus. These lease agreements may be terminated in accordance with their respective terms, and any termination or non-renewal of such leases could adversely affect our operations. In addition, these leases generally have annual escalation clauses for rent payments. There can be no assurance that we will be able to retain or renew such leases on the same or similar terms, or that we will find alternate locations for the existing offices on terms favourable to us, or at all. Failure to identify suitable premises for relocation of existing properties and facilities, if required, or in relation to new or proposed properties we may purchase, in time or at all, may have an adverse effect on our production and supply chain, the pace of our projected growth as well as our business and results of operations.

22. **We have witnessed negative cash flow from investing and financing activities in the past. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and our financial condition.**

The following table sets forth certain information relating to our cash flows for the periods indicated:

Particulars	For the Financial Year ended March 31		
	2024	2023	2022
	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Net Cash Generated from Operating Activities	1576.65	508.72	797.67
Net Cash Generated from Investing Activities	(505.34)	(106.20)	(10.79)

Particulars	For the Financial Year ended March 31		
	2024	2023	2022
	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Net Cash Generated from Financing Activities	(1,322.58)	(51.12)	(446.50)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources.

If our Company will not be able to generate sufficient cash flows, it may adversely affect our business and financial operations.

For further information, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*” on page 236 of this Red Herring Prospectus.

23. We have availed unsecured loans which may be recalled. Any demand from lenders for repayment of such working facilities may adversely affect our cash flows.

We have an outstanding working capital facility amounting to ₹1,738.36 Lakhs, as of March 31, 2024, and in future may continue to avail such working capital facilities which may be recalled at any time. As of March 31, 2024, there are no unsecured loans from our directors.

Recalls on such borrowed amounts may be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade the lenders to give us extensions or to refrain from exercising such recalls, which may adversely affect our results of operations and cash flows. As of the date of this Red Herring Prospectus, there have been no prior occurrences of such nature.

For further information, see “*Risk Factor 48 -Our Promoters, certain of our Directors, Key Managerial Personnel and members of our Senior Management may have interests other than reimbursement of expenses incurred and normal remuneration or benefits.*” on page 65 of this Red Herring Prospectus.

24. Our business is working capital intensive. Our net working capital requirements for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, were ₹5,335.50 Lakhs, ₹4067.64 Lakhs, and ₹2,590.25 Lakhs, respectively. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and results of operations.

Our business requires significant amount of working capital primarily as a considerable amount of time passes between purchase of raw materials and collection of receivables post sales to customers. As a result, we are required to maintain sufficient stock at all times in order to meet manufacturing requirements as well as extend credit period to customers as per the industry practice, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments and hence we may need to incur additional indebtedness in the future or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions and the effect of events such as the COVID-19 pandemic, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner.

The table below sets forth details of our working capital Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the source of funding:

Particulars	For the Financial Year ended March 31		
	2024	2023	2022
	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Total Current Assets (A)	11,645.31	9,886.00	8,541.28
Total Current Liabilities (B)	6,309.81	5,818.36	5,951.03
Net Working Capital (A-B)	5,335.50	4,067.64	2,590.25

As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for, our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations, financial condition, and cash flows could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations, financial condition, and cashflows. For further information on the working capital facilities currently availed of by us, see “*Financial Indebtedness*” beginning on page 213 of this Red Herring Prospectus.

25. ***Our company has an in-house testing laboratory to conduct CRGO raw material sample testing. If we fail to test the quality of raw material as required, our business, financial condition, cash flows and operations will be adversely affected.***

Our company has an in-house testing laboratory to conduct CRGO raw material sample testing. After receipt of raw material coils at our premises, inspection is carried out for the order lot received. Each coil is subject to physical checks as well as testing of electrical and mechanical properties of the material. If a raw material coil passes inspection, it goes into Company inventory, otherwise a complaint is raised to the supplier mill. If for any reason, the supplier denies registering the complaint and does not take any action on it to replace the defect in material, this will hamper and delay our production and the quality of the product, and our revenue and results of operations may be adversely affected. As of the date of this Red Herring Prospectus, there have been no such instances in the past.

We cannot assure that our laboratory will be in accordance with IS:649 in future due to any unavoidable reasons thereof due to which production of our product will be hampered and delay and thus our revenue and results of operations may be adversely affected. We also cannot assure that we will be able to test and check the quality of raw material in an efficient manner on a continuous basis in future, if we fail to test the same, our revenue and results of operations may be adversely affected.

26. ***Portion of our Offer Proceeds are proposed to be utilized for general corporate purposes which constitute [●]% of the Offer Proceeds. As on the date of this Red Herring Prospectus, the Company has not identified the general corporate purposes for which these funds may be utilized.***

As on date we have not identified the use of such funds. Portion of our Offer Proceeds are proposed to be utilized for general corporate purposes which constitute [●]% of the Offer Proceeds. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details, please refer the chapter titled “*Objects of the Offer*” beginning on 109 of this Red Herring Prospectus.

27. ***Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval.***

We propose to utilize the Net Proceeds towards repayment/prepayment of certain borrowings availed by our Company and general corporate purposes in the manner specified in “*Objects of the Offer*” on page 109 of this Red Herring Prospectus. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions, or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business or operations. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilized

portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

28. ***Our manufacturing facilities are dependent on adequate and uninterrupted supply of electricity, water, gas, and fuel. Any shortage or disruption in electricity/gas, water, or fuel supply may lead to disruption in operations, higher operating cost, and consequent decline in our operating margins.***

Adequate and cost-effective supply of electrical power, water, natural gas, and fuel is critical to operations at our manufacturing facilities. We primarily rely on the state electricity boards through a power grid for the supply of electricity. The table below provides details of our power and fuel costs as a percentage of our revenue from operations for the periods indicated

Particulars	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Power and Electricity Cost	61.71	0.20%	57.52	0.23%	49.50	0.35%

Since there may be power cuts in the supply provided by the state electricity board from time to time, we have stand-by diesel generator sets for our operations to ensure that there is no stoppage in our production. Power costs represent a portion of our operating costs. If the per unit cost of electricity is increased by the state electricity boards our power costs will increase. It may not be possible to pass on any increase in our power costs to our customers and the end user, which may adversely affect our profit margins.

Our operations and facilities are also dependent on a steady and stable supply of water. An irregular or interrupted supply of water could adversely affect our daily operations. If there is an insufficient supply of water to satisfy our requirements or a significant increase in prices, we may need to limit our manufacturing facilities, which could adversely affect our business, financial condition, and results of operations. We cannot assure you that we will always have access to sufficient supplies of water in the future to accommodate our manufacturing requirements and planned growth.

In addition to the manufacturing losses that we would incur in the absence of a supply of electrical power or water, we would not be able to immediately return to full manufacturing volumes following power interruptions, however brief. Any interruption of power, even if short, could give rise to inefficiencies when we resume production. While there have not been any material disruptions in the supply of electricity, water, gas, and fuel faced by our Company in the last three Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, there can be no assurance that such instances will not occur in future which may have an adverse impact on our business, results of operations and financial condition.

29. ***We enter into certain related party transactions in the ordinary course of our business, and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial condition.***

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the ordinary course of business. These transactions include sale(s), purchase(s), rentals, interest expenses, short term borrowings, long term borrowings, remuneration paid to KMPs and Directors, sitting fees payable to Directors, reimbursement of expenses. While all such related party transactions that we may enter into post-listing will be subject to an approval by our Audit Committee, Board, or Shareholders, as required under the Companies Act and the SEBI (LODR) Regulations. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company, and we cannot assure you they will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

The table below provides details of our related party transactions as a percentage of revenue from operations in the relevant periods:

Particulars	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
Revenue from Operations (₹ Lakhs)	30,290.97	24,666.47	14,125.12
Aggregate Amount of Related Party Transactions (₹ Lakhs)	(269.77)	108.08	195.29

Particulars	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
Percentage of the Aggregate Amount of Related Party Transactions to our Revenue from Operations	(0.89%)	0.44%	1.38%

For further information on our related party transactions, see, “*Summary of the Offer Document – Summary of Related Party Transactions*”, “*Risk Factor 32 titled as Certain of our corporate filings and records are not traceable. Further certain corporate records have errors or non-compliances have been noted. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard*”, and “*Restated Financial Information – Related party disclosure – Annexure IX*” on pages 24, 43, and F-23, respectively of this Red Herring Prospectus.

30. *We are subject to government regulations and if we fail to obtain, maintain, or renew our statutory and regulatory licenses, permits, and approvals required to operate our business, our results of operations and cash flows may be adversely affected.*

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and to hold relevant licenses, approvals and permits at state and central government levels to operate our business. The approvals, licenses, registrations, and permits obtained by us may contain conditions, some of which could be onerous.

These licenses, registrations, and approvals are subject to several conditions, and we cannot assure that we will be able to continue to meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation, or suspension of relevant licenses, approvals, and registrations.

Further, certain approvals, licenses and permits are valid for a certain period and are required to be renewed at regular intervals in accordance with the timelines prescribed under the relevant statutes or as may be provided under the terms of such approvals, licenses and/or permits. Additionally, we have applied for obtaining Consent to Establish and Consent to Operate by the Uttar Pradesh Pollution Control Board for our second factory for Unit-II. Although based on Legal opinion, we believe that we are able to operate Unit II without the Consent to operate and Consent to establish as per letter dated 09/01/2019 issued by the U.P. Pollution Control Board (Ref No. G29267/c-4/62/2019).

Further, in past before the release of above-mentioned notification, we had been operating our Unit II without obtaining Consent to Establish and Consent to Operate. Although we have not been issued with any notice in this respect nor have, we been subjected to any penalty till date, we are not sure that any penalty will be levied on us or any action may be taken against us or at all.

Failure by us to obtain, maintain, or renew the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in interruption of our operations and may have a material adverse effect on our business, results of operations and financial condition. For further details regarding material approvals, licenses, registrations, and permits, see “*Government and Other Statutory Approvals*” on page 248 of this Red Herring Prospectus.

31. *Our Company, Promoters, and Directors are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows, and results of operations.*

Our Company, our Promoters and our Directors are currently involved in legal proceedings in India which are pending at different levels of adjudication before the concerned authority. While we do not expect them to have any material impact on our business and financial condition, we cannot assure you that these proceedings will be decided in favour of our Company. Any adverse decision in such proceedings may render us liable to penalties and may have a material adverse effect on the financials and reputation of our Company, and its Directors, which may in turn have an adverse effect on our business. Additionally, during the course of our business we are subject to risk of litigation in relation to contractual obligations, employment and labour law related, personal injury, damage to property, etc.

The summary of outstanding legal proceedings involving our Company, Promoters, Directors, and Group Companies, as on the date of this Red Herring Prospectus is set out below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)*
Company						
By the Company	7	Nil	Nil	Nil	5	647.66
Against the Company	Nil	9	Nil	Nil	Nil	304.19
Directors						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	3	Nil	Nil	Nil	66.70
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	2	Nil	Nil	Nil	65.32

**(1) Number of proceedings and amount mentioned in the Tax proceedings row of the Company, Promoters and Directors section includes a penalty from the Customs authority against the Company, Mudit Aggarwal, Munish Kumar Aggarwal and Sunita Aggarwal. Additionally, Mudit Aggarwal, Munish Kumar Aggarwal and Sunita Aggarwal are the Promoters as well as the Directors of the Company. The penalty from the Customs Authority amounts to a combined figure of approximate ₹33.05 Lakhs.*

(2) Number of proceedings and amount mentioned in Tax proceedings rows of the Directors and Promoters section includes an outstanding demand notice from the Income Tax Department to Munish Kumar Aggarwal who is the Promoter, Chairman and Whole Time Director of the Company, which amounts to approximate ₹32.27 Lakhs.

We cannot assure you that any of these matters will be settled in favour of our Company, Promoters, or Directors, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, results of operations, and our reputation. For further details, see “*Outstanding Litigation and Material Developments*” on page 240 of this Red Herring Prospectus.

32. ***Certain of our corporate filings and records are not traceable, while certain corporate records have errors or non-compliances have been noted. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.***

Certain of our Company’s corporate regulatory filings and records are not traceable as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs (“**MCA Portal**”) or in the physical records available at the RoC. Despite conducting internal searches and attempt to conduct a physical search of our records at the RoC, we have not been able to trace the following documents.

The allotment forms prior to 2006 could not be traced as the relevant documents were not available in the records maintained by our Company or parties to such transfers, including our Promoters. Further, the share transfer forms for certain transfers of Equity Shares made in the past could not be traced as the relevant documents were not available in the records maintained by our Company or parties to such transfers, including our Promoters. We have not been able to trace share transfer forms in relation to the following transfers made to and by our Promoters:

Date of Transfer	No. of Equity Shares Transferred	Face Value (₹)	Name of the Transferor	Name of the Transferee
September, 28,1990	1,750	100/-	Tara Chand Aggarwal	Munish Kumar Aggarwal
September, 28,1990	1,750	100/-	Tara Chand Aggarwal	Pushpa Aggarwal
September, 28,1990	1,750	100/-	Tara Chand Aggarwal	Pushpa Aggarwal
May 25, 1993	7,850	100/-	Anil Kumar Aggarwal	Munish Kumar Aggarwal
March 31, 2001	2,910	100/-	Anil Kumar Aggarwal	Munish Kumar Aggarwal
July 8, 2014	2,000	100/-	Bechan Kumar Singh	Munish Kumar Aggarwal

Date of Transfer	No. of Equity Shares Transferred	Face Value (₹)	Name of the Transferor	Name of the Transferee
July 8, 2014	1,500	100/-	Prem Lata Sharma	Munish Kumar Aggarwal
July 8, 2014	1,500	100/-	Ashok Kumar	Munish Kumar Aggarwal
July 8, 2014	1,500	100/-	Hari Ram	Munish Kumar Aggarwal
July 8, 2014	2,000	100/-	Manohar Lal Gupta	Munish Kumar Aggarwal
July 8, 2014	1,500	100/-	Pushpa Devi Gupta	Munish Kumar Aggarwal
July 8, 2014	2,000	100/-	Saroj Aggarwal	Munish Kumar Aggarwal
July 8, 2014	10	100/-	Raj Kumar Bansal	Munish Kumar Aggarwal
July 8, 2014	10	100/-	Harsha Bindal	Munish Kumar Aggarwal
July 8, 2014	10	100/-	Beena Rani	Munish Kumar Aggarwal
July 8, 2014	500	100/-	Pramod Aggarwal	Munish Kumar Aggarwal
July 20, 2014	2,000	100/-	Anish Goyal	Mudit Aggarwal
July 20, 2014	1,000	100/-	Sheela Devi	Mudit Aggarwal
July 20, 2014	2,000	100/-	Sumit Kundal	Mudit Aggarwal
July 20, 2014	2,000	100/-	Neeraj Jain	Mudit Aggarwal
July 20, 2014	2,000	100/-	Sanjay Kumar	Mudit Aggarwal
July 20, 2014	1,000	100/-	Praveen Kumar	Mudit Aggarwal
July 27, 2014	2,000	100/-	Binod Kumar Singh	Sunita Aggarwal
July 27, 2014	2,000	100/-	Rajender Goyal	Sunita Aggarwal
July 27, 2014	2,000	100/-	Ram Prakash	Sunita Aggarwal
July 27, 2014	2,000	100/-	Sanjay Kumar	Sunita Aggarwal
July 27, 2014	1,500	100/-	Pramod Aggarwal	Sunita Aggarwal
July 27, 2014	1,750	100/-	Ram Niwas Aggarwal	Sunita Aggarwal
July 27, 2014	250	100/-	Ram Niwas Aggarwal	Mudit Aggarwal

We may not be able to furnish any further information, other than what is already disclosed in “*Capital Structure*” beginning on page 93 or assure that the other records will be available in the future. While no legal proceedings or regulatory action has been initiated against our Company in relation to untraceable secretarial and other corporate records and documents as of the date of this Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future.

While information in relation to corporate actions has been disclosed in the section “*Capital Structure*” on page 95 of this Red Herring Prospectus, based on the available records including resolutions of our Board, minutes of the meetings of our Board and share transfer deeds, to the extent available, we may not be able to furnish any further document evidencing such allotments and/or transfers. We cannot assure you that the abovementioned corporate records will be available in the future. The following non-compliances have been observed whilst recording and maintaining the following permanent records of the Company:

Sr. No.	Particulars of the Permanent Records	Remarks/ Observation
A. Registers		
i.	Register of Members and Index of Members	The said register has not been maintained in accordance with the Companies Act, as couple of details have not been captured and are missing, additionally information for folios 1, 2, and 7 are missing.
ii.	Register of Renewed and Duplicate Share Certificate	The said register has not been maintained in accordance with the Companies Act.
iii.	Register of Charges	The said register has neither maintained nor updated the said register in accordance with the Companies Act, as couple of details have not been captured.
iv.	Register of Directors and Key Managerial Personnel and their Shareholding	The said register has not been maintained in accordance with the Companies Act, as couple of details have not been captured.
v.	Register of Loans/ Guarantee/ Security and Acquisition by Company	The said register has not been maintained in accordance with the Companies Act.

Sr. No.	Particulars of the Permanent Records	Remarks/ Observation
vi.	Register of transfer/ transmission of Equity Shares	The said register has not been maintained in accordance with the Companies Act, as couple of details have not been captured, and no information for transfers made post-2014, have been captured.
B. Documents/ Returns		
i.	Minutes book of Board Meetings	The said minutes have not been maintained in accordance with the Companies Act, and Secretarial Standards - 1, nor any distinct book has been maintained by the Company. Further, no minutes prior to 2007 have been maintained by the Company.
ii.	Minutes book of General Meetings	The said minutes have not been maintained in accordance with the Companies Act, and Secretarial Standards - 2, nor any distinct book has been maintained by the Company. Further, no minutes prior to 2007 have been maintained by the Company.
iii.	Minutes book of Committee Meetings	The said minutes have not been maintained in accordance with the Companies Act, nor any distinct book has been maintained by the Company.
iv.	Counter-folio of Share Certificates	The said documents have not been maintained by the Company, resulting in non-compliance with the provisions of Companies Act.
v.	Original Share Transfer Forms	The said documents have not been maintained by the Company, resulting in non-compliance with the provisions of Companies Act.

The following generic non-compliances with the various provisions of the Companies Act:

Sr. No.	Nature of Transaction	Observation/ Remarks
i.	Related Party Transactions	The Company has neither recorded nor maintained documents for approving of the Related Party Transactions since its incorporation, nor have filed any forms in pursuance of the same.
ii.	Auditors related forms	The Company has not recorded ADT-3 files, nor has it maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Board Resolution, Minutes of the said Board Meeting, Challans for Form 23B/ ADT-1, Notice of Shareholders' Meeting, Dispatch Proof of Shareholders' Meeting, Minutes of the said Shareholders' Meeting for the said transaction.
iii.	Share Transfers	The Company has neither recorded nor maintained documents for evidencing record for the transfer of shares since its incorporation.
iv.	Charge related forms	The Company has not maintained any certificate for registration or modification of charges, nor has the Company maintained any internal document for the same.
v.	Documents/ Records	The Company has not maintained any documents prior to 2007.
vi.	Appointment related Board Resolution	The Company has not maintained any resolution for appointment of various Committees on the Board, appointment of Chairperson, and reliance has been placed on the minutes provided by the said Company.
vii.	Allotment Related Forms	The Company has not maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Board Resolution, Minutes of the said Board Meeting, Form MGT-14, Form-2, Challans for Form-2/ PAS-3, Notice of Shareholders' Meeting, Dispatch Proof of Shareholders' Meeting, Minutes of the said Shareholders' Meeting for the following transactions: <ul style="list-style-type: none"> Bonus Issue of Shares on November 02, 1989, further issue of shares on March 25, 1996, August 20, 2003, March 31, 2007, March 31, 2008, and May 25, 2010, and reliance has been placed on Form 2; No documents have been obtained for issue of shares undertaken on May 22, 1993, August 16, 1993, October 20, 1993, November 5, 1993, March 31, 1995, July 20, 1995, and hence, reliance has been solely placed upon Annual Return;
viii.	Documents related to Board Meetings and Shareholders' Meetings	The Company has not maintained documents with respect to the notice to Agenda for Board Meetings and Shareholders' Meetings, along with their dispatch proof for Board Meetings' and Shareholders' Meetings, and no shorter notice consent for Shareholders' Meetings.
ix.	Charges (Form 8) (For Creation and Modification)	The Company had only provided a hand written Form 8, and no supporting documents, such as certificate of registration of modification has been provided

Sr. No.	Nature of Transaction	Observation/ Remarks
		or maintained. Considering on perusal of the documents provided, we are unable to comment whether compliance with the said provisions have been undertaken or not, hence, the said has been treated as non-compliance.
x.	Unsecured loans to the Promoters/ Directors	The Company has not passed any resolution nor has maintained any documentation with respect to the unsecured loans provided to the Promoters/ Directors

The additional following non-compliances have been observed in pursuance of non-receipt of documents in accordance with the provisions of Companies Act:

Sr. No.	Financial Year	Particulars of the Transaction	Remarks/ Observation
i.	2019-2020	Shifting of registered office of the Company within its local limit	The Company has not maintained documents such as Notice of Board Meeting for shifting, Dispatch Proof of Board Meeting for shifting, Minutes of the said Board Meeting, and challan for INC-22.
ii.	2018-2019	Appointment of Ms. Sunita Aggarwal	The Company has not maintained documents for her appointment, resignation, and regularization, such as Form -16, Appointment Letter, Notice of Board Meeting, Dispatch Proof of Board Meeting for Resignation, Minutes of the said Board Meeting, Notice of Shareholders' Meeting for regularization, Dispatch Proof of Shareholders' Meeting for regularization, Shareholders' Resolution, Minutes of the said Shareholders' Meeting for regularization, Challans, for the said transaction.
iii.	2013-2014	Shifting of registered office of the Company within its local limit	The Company has not maintained documents such as Notice of Board Meeting for shifting, Dispatch Proof of Board Meeting for shifting, Minutes of the said Board Meeting.
iv.	2010-2011	Preferential Issue	The Company has not maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Board Resolution, Minutes of the said Board Meeting, Notice of Shareholders' Meeting, Dispatch Proof of Shareholders' Meeting, Minutes of the said Shareholders' Meeting, Notice of Board Meeting for Allotment, Dispatch Proof of Board Meeting for Allotment, Board Resolution for Allotment, Valuation Certificate, Form 23 with Challan for the said transaction.
v.	2010-2011	Shifting of registered office of the Company within its local limit	The Company has not maintained documents such as Notice of Board Meeting for shifting, Dispatch Proof of Board Meeting for shifting, Minutes of the said Board Meeting, Utility Bill, No Objection Certificate, and challan for Form 18.
vi.	2008-2009	Increase in authorized share capital of the Company	The Company has not maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Minutes of the said Board Meeting, Notice of Shareholders' Meeting, Dispatch Certificate of Shareholders' Meeting, Minutes of the said Shareholders' Meeting, and Altered Articles of Association for the said transaction.
vii.	2007-2008	Preferential Issue	The Company has not maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Board Resolution, Minutes of the said Board Meeting, Notice of Shareholders' Meeting, Dispatch Proof of Shareholders' Meeting, Minutes of the said Shareholders' Meeting, Notice of Board Meeting for Allotment, Dispatch Proof of Board Meeting for Allotment, Board Resolution for Allotment, List of Allottees, Minutes of the said Board Meeting for Allotment, Valuation Certificate, Form 23 with Challan for the said transaction.
viii.	2006-2007	Preferential Issue	The Company has not maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Board Resolution, Minutes of the said Board Meeting, Notice of Shareholders' Meeting, Dispatch Proof of Shareholders' Meeting, Minutes of the said Shareholders' Meeting, Notice of Board Meeting

Sr. No.	Financial Year	Particulars of the Transaction	Remarks/ Observation
			for Allotment, Dispatch Proof of Board Meeting for Allotment, Board Resolution for Allotment, Minutes of the said Board Meeting for Allotment, Valuation Certificate, Form 23 with Challan for the said transaction.

The following are the non-compliances in pursuance of delayed or inadequate compliances, observed with respect to filings made with RoC:

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
i.	2022-2023	MSME Form I (Regular Half Yearly Return (April to September 2022))	Monday, 31 October 2022	Sunday, 13 November 2022	There has been delay of 12 days of in filing. Hence, the same has been marked as non-compliance.
ii.	2021-2022	Addendum to AOC-4 CSR	Wednesday, 13 September 2023	Friday, 31 March 2023	The Company is delayed by 166 days for compliance, the same has been marked as non-compliant.
iii.	2021-2022	MGT-7	Wednesday, 30 November 2022	Thursday, 24 November 2022	The letter head on which the list of shareholders has been taken does not contain the contact number of the company which is required as per Section 12(3)(c) of the Companies Act 2013. Mudit Aggarwal's designation has been changed by the company from additional director to director on AGM held Wednesday, 23 December 2020, which is wrong as additional director's term is only up to next AGM after appointment and if they are not regularized as a director in AGM then their term automatically expires from the Board which is technically expire on Monday, 10 September 2012. Hence, despite the Board has two directors on board but since Mudit Aggarwal's appointment has not been done properly the board is not duly constituted as per the Provisions of the Companies Act 2013. Hence, due to the aforesaid factors, the same has been marked as non-compliant.
iv.	2021-2022	CHG-1 (Creation)	Saturday, 25 December, 2021	Friday, 31 December, 2021	Supplemental common hypothecation deed has been attached which does not relate to the current creation. Hypothecation Agreement for granting Guaranteed Emergency Credit Line (GECL) Working Capital Term Loan (WCTL) of Rs. 226 Lakhs has not been attached in the form. There is 6 days delay in filing. Hence the same has been marked as non-compliant.
v.	2021-2022	ADT-1		Tuesday, 23 November 2021	The letter head of the company on which list of shareholders has been taken does not contain the email-id and contact number of the company which is required as per Section 12(3)(c) of

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
					the Companies Act 2013. Hence, the same has been marked as non-compliant.
vi.	2021-2022	DPT-3	Wednesday, 30 June, 2021	Thursday, 1 July, 2021	There has been a delay of 1 day in filing. Hence, the same has been marked as non-compliance.
vii.	2020-2021	MGT-7	Thursday, 9 December 2021	Saturday, 11 December 2021	Due to COVID 19 the date of holding AGM was extended by the ministry by giving an extension letter which is not attached in the form also in the form whether AGM extended or not a NO has been ticked there whereas the extension has been given also the due date of AGM is wrongly entered. Also, the letter head on which the list of shareholders has been taken does not contain the contact number of the company which is required as per Section 12(3)(c) of the Companies Act 2013. Mudit Aggarwal's designation has been changed by the company from additional director to director on AGM held Wednesday, 23 December 2020, which is wrong as additional director's term is only up to next AGM after appointment and if they are not regularized as a director in AGM then their term automatically expires from the Board which is technically expire on Monday, 10 September 2012. Hence, despite the Board has two directors on board but since Mudit Aggarwal's appointment has not been done properly the board is not duly constituted as per the Provisions of the Companies Act 2013. Hence, due to the aforesaid factors, the same has been marked as non-compliant.
viii.	2020-2021	CHG-1 (Modification)	Saturday, 15 August, 2020	Wednesday, 2 September 2020	There is delay in 18 days of filing. Hence, the same has been marked as non-compliant.
ix.	2020-2021	MGT-7	Wednesday, 17 February 2021	Tuesday, 9 February 2021	Mr. Mudit Aggarwal has been shown as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday, 10 September 2012. Additionally, Sunita Aggarwal has resigned from the directorship on Monday, 26 August 2019, and Mudit Aggarwal's appointment is invalid as per the act due to which the board is not duly constituted from Monday, 26 August 2019. Further, due to COVID 19 the

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
					date of holding AGM was extended by the ministry by giving an extension letter which is not attached in the form also in the form whether AGM extended or not a NO has been ticked there whereas the extension has been given also the due date of AGM is wrongly entered. Also, the letter head on which the list of shareholders has been taken does not contain the contact number of the company which is required as per Section 12(3)(c) of the Companies Act 2013. Hence, the same has been marked as non-compliant.
x.	2020-2021	DPT-3	Sunday, 30 June, 2019	Friday, 9 October, 2020	There has been a delay of 466 days in filing. Hence, the same has been marked as non-compliance.
xi.	2019-2020	MGT-7	Wednesday, 28 August 2019	Saturday, 31 August 2019	The Company is delayed by 3 days for compliance. Additionally, Mr. Mudit Aggarwal has been shown as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday, 10 September 2012. Due to the aforesaid factors, the same has been marked as non-compliant.
xii.	2019-2020	ADT-1		Wednesday, 7 August 2019	The Company has failed to attach Consent letter, eligibility certificate and Certified True Copy of the Annual General Meeting resolution. The letter head of the company on which list of shareholders has been taken does not contain the email-id and contact number of the company which is required as per Section 12(3)(c) of the Companies Act 2013. Hence, the same has been marked as non-compliant.
xiii.	2018-2019	MGT-7	Monday, 1 October 2018	Monday, 1 October 2018	The letter head of the company on which list of shareholders has been taken does not contain the email-id and contact number of the company which is required as per Section 12(3)(c) of the Companies Act 2013. Additionally, Mr. Mudit Aggarwal has been shown as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday, 10 September 2012. Due to the

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
					aforesaid factors, the same has been marked as non-compliant.
xiv.	2017-2018	MGT-7	Sunday, 30 July 2017	Saturday, 29 July 2017	Mr. Mudit Aggarwal has been shown as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday, 10 September 2012. Due to the aforesaid factors, the same has been marked as non-compliant.
xv.	2016-2017	MGT-7	Monday, 31 October 2016	Thursday, 17 November 2016	The letter head of the company on which list of shareholders has been taken does not contain the email-id and contact number of the company which is required as per Section 12(3)(c) of the Companies Act 2013. Additionally, the list of shareholders has not been signed by the Directors. Further, Mr. Mudit Aggarwal has been shown as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday, 10 September 2012. Due to the aforesaid factors, the same has been marked as non-compliant.
xvi.	2015-2016	CHG-1 (Modification)	Friday, 16 October, 2015	Tuesday, 20 October, 2015	The deed attached is not dated. There is delay of 5 days in filing. Hence the same has been marked as non-compliant.
xvii.	2015-2016	MGT-7	Monday, 19 October 2015	Saturday, 21 November 2015	The Company is delayed by 33 days for compliance. Further, the Company has wrongly mentioned that, in the beginning of the year there were 26 promoters, however, in fact, there are only 4 promoters. Additionally, Mr. Mudit Aggarwal has been shown as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday, 10 September 2012. Due to the aforesaid factors, the same has been marked as non-compliant.
xviii.	2014-2015	MGT-14	Thursday, 1 May, 2014	Tuesday, 5 August, 2014	There is a delay of 96 days in filing. Hence, the same has been marked as non-compliance.

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
xix.	2014-2015	MGT-14	Monday, 18 August, 2014	Tuesday, 16 September, 2014	There is a delay of 29 days in filing. The letter head on which the BR has been taken does not contain the Contact number and Email id of the company which is required as per Section 12(3)(c) of Companies Act, 2013.Hence, the same has been marked as non-compliance.
xx.	2014-2015	DIR-12 for regularization of Munish Kumar Aggarwal from Additional Director to Director of the company	Friday, 19 September 2014	Wednesday, 17 September 2014	The Company is delayed by 2 days for compliance, the same has been marked as non-compliant.
					Further, the Company has not enclosed DIR-2, MBP-1, and DIR-8 with the said e-form and has not maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Minutes of the said Board Meeting, Notice of Shareholders' Meeting, Dispatch Proof of Shareholders' Meeting, Shareholders' Resolution, Minutes of the said Shareholders' Meeting, for the said transaction. The letter head of the company on which list of shareholders has been taken does not contain the email-id and contact number of the company which is required as per Section 12(3)(c) of the Companies Act 2013. Due to the aforesaid factors, the same has been marked as non-compliant.
xxi.	2014-2015	DIR-12 for appointment of Munish Kumar Aggarwal as an Additional Director of the company	Thursday, 1 May 2014	Tuesday, 24 June 2014	The Company is delayed by 54 days for compliance, hence, the same has been marked as non-compliant.
					Further, the Company has not enclosed MBP-1 and DIR-8 with the said e-form and has also failed to maintain documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Minutes of the said Board Meeting, for the said transaction.
xxii.	2014-2015	Form 66	Thursday, 18 September 2014	Wednesday, 3 September 2014	The dates on which the Board Meetings have been held by the Company have not been encapsulated under the compliance certificate enclosed. Additionally, compliance certificate it is mentioned that the board is duly constituted, however, in fact, the board was not duly constituted as Mr. Mudit Aggarwal was appointed as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday,

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
					10 September 2012, due to which board has only Sunita Aggarwal as the director of the company which is in non-compliance of the provision of the Companies Act 1956.
xxiii.	2014-2015	Form 23AC	Thursday, 18 September 2014	Wednesday, 3 September 2014	Additionally, the Company has not enclosed the Profit and Loss Statement along with the said form. Further, the Board report and balance sheet has been wrongly signed by Mudit Aggarwal as an additional director as technically his term has been expired on Monday, 10 September 2012, and he has been not regularized as a director by the Company. Further, the designation of Mr. Munish Kumar Aggarwal in the balance sheet has been mentioned as director whereas he has been appointed as an additional director. Hence, the same has been marked as non-compliant.
xxiv.	2014-2015	Form ADT-1	Wednesday, 3 September 2014	Saturday, 18 May 2019	The Company is delayed by 1718 days for compliance. The Company has failed to attach Consent letter, eligibility certificate and Certified True Copy of the Annual General Meeting resolution. The date of the Annual General Meeting has been wrongly captured in the form. Hence, the same has been marked as non-compliant.
xxv.	2013-2014	Form 8 (Modification)	Friday, 9 August, 2013	Saturday, 10 August, 2013	There is delay in 1 day of filing. Hence, the same has been marked as non-compliant.
xxvi.	2013-2014	Form 8 (Modification)	Thursday, 20 February, 2014	Saturday, 15 March, 2014	There is delay in 24 days of filing. Hence, the same has been marked as non-compliant.
xxvii.	2013-2014	Form 8 (Modification)	Friday, 31 May, 2013	Wednesday, 22 May, 2013	No deed has been attached in the form. In the sanction letter attached in security portion name of the company is mentioned as limited company name whereas it is a private company. Hence the same has been marked as non-compliant.
xxviii.	2013-2014	Form 8 (Modification)	Friday, 31 May, 2013	Friday, 24 May, 2013	No deed has been attached in the form. In the sanction letter attached in security portion name of the company is mentioned as limited company name whereas it is a private company. No bank letter relating to modification is not attached. Hence the same has been marked as non-compliant.
xxix.	2013-2014	Form 66	Wednesday, 11 September 2013	Tuesday, 8 October 2013	The Company is delayed by 27 days for compliance. The dates on which the Board Meetings have been held by the Company have not been encapsulated under the compliance certificate enclosed. Additionally, compliance

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
					<p>certificate it is mentioned that the board is duly constituted, however, in fact, the board was not duly constituted as Mr. Mudit Aggarwal was appointed as an additional director on Thursday, 10 May 2012, and he ought to have been regularized as a director in the Annual General Meeting held on Monday, 10 September 2012, but it has not been done by the Company and technically his term has been expired on Monday, 10 September 2012, due to which board has only Sunita Aggarwal as the director of the company which is in non-compliance of the provision of the Companies Act 1956.</p> <p>Hence, the same has been marked as non-compliant.</p>
xxx.	2013-2014	Form 23AC	Wednesday, 11 September 2013	Tuesday, 8 October 2013	The Company is delayed by 27 days for compliance. Additionally, the Company has not enclosed the Profit and Loss Statement along with the said form. Further, the Board report and balance sheet has been wrongly signed by Mudit Aggarwal as an additional director as technically his term has been expired on Monday, 10 September 2012, and he has been not regularized as a director by the Company. Hence, the same has been marked as non-compliant.
xxxii.	2013-2014	Form 23AC		Friday, 16 August 2013	The date of the Annual General Meeting has been wrongly captured in the form.
xxxiii	2013-2014	Form 18	Friday, 31 May, 2013	Saturday, 4 May, 2013	No Resolution has been attached in the form. Hence, the same has been marked as non-compliance.
xxxiii	2012-2013	Form 23B		Saturday, 15 September 2012	The Company has failed to attach Consent letter, eligibility certificate and Certified True Copy of the Annual General Meeting resolution. The date of the Annual General Meeting has been wrongly captured in the form.
xxxiv	2012-2013	Form 32 for appointment Mr. Mudit Aggarwal as an Additional Director of the company	Monday, 4 June 2012	Monday, 4 June 2012	The date of consent letter i.e. DIR-2 is Tuesday, 29 May 2012, and the date of appointment is Thursday, 10 May 2012. The consent letter is wrongly dated. Additionally, the Company has failed to enclose the Board Resolution for the said Form. Hence, due to the aforesaid reasons, the same has been treated as non-compliant.
xxxv					Further, the Company has not maintained documents such as Consent Letter DIR-2, Notice of Board Meeting, Dispatch Proof of Board Meeting,

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
					Minutes of the said Board Meeting, Challan for the said transaction.
xxxv	2012-2013	Form 23B		Wednesday, 5 September 2012	The Company has failed to attach Consent letter, eligibility certificate and Certified True Copy of the Annual General Meeting resolution. The date of the Annual General Meeting has been wrongly captured in the form.
xxxv	2012-2013	Form 66	Tuesday, 9 October 2012	Thursday, 18 October 2012	The dates on which the Board Meetings have been held by the Company have not been encapsulated under the compliance certificate enclosed, hence, the same has been marked as non-compliant.
xxxv	2011-2012	Form 66	Friday, 30 September 2011	Saturday, 10 September 2011	The dates on which the Board Meetings have been held by the Company have not been encapsulated under the compliance certificate enclosed, hence, the same has been marked as non-compliant.
xxxix	2010-2011	Form 32 for appointment of Manohar Lal Gera as an Additional Director of the company	Monday, 3 January 2011	Friday, 11 February 2011	The Company is delayed by 39 days for compliance. Additionally, the Company has failed to enclose the Board Resolution for the said Form. Hence, due to the aforesaid reasons, the same has been treated as non-compliant. Further, the Company has not maintained documents such as Notice of Board Meeting, Dispatch Proof of Board Meeting, Minutes of the said Board Meeting, for the said transaction.
xl.	2010-2011	Form 20B	Monday, 30 August 2010	Sunday, 19 September 2010	The Company is delayed by 21 days for compliance. Hence due to the aforesaid factors, the same has been marked as non-compliant.
xli.	2010-2011	Form 66	Monday, 30 August 2010	Sunday, 19 September 2010	The Company is delayed by 21 days for compliance, the same has been marked as non-compliant.
xlii.	2010-2011	Form 18	Thursday, 1 July, 2010	Monday, 28 June, 2010	There are no Attachments in the form. Hence, the same has been marked as non-compliance.
xliii.	2010-2011	Form 2	Thursday, 24 June, 2010	Monday, 13 December, 2010	The Company has not attached resolution for allotment. There has been a delay of 172 days in filing. The list of Allotee is not physically signed by the director also it has not been taken on the letter head of the Company. Hence, the same has been marked as non-compliance.
xliv.	2010-2011	Form 2	Thursday, 24 June, 2010	Tuesday, 4 January, 2011	Another form 2 with same data has been filed again on 04/01/2011.Hence, the same has been marked as non-compliance.
xlv.	2009-2010	Form 8 (Creation)	Saturday, 7 March, 2009	Saturday, 4 April, 2009	There is delay in 29 days of filing. Hence, the same has been marked as non-compliant.

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
xlvi.	2009-2010	Form 8 (Creation)	Thursday, 28 January, 2010	Wednesday, 20 January, 2010	Deed of hypothecation of Current Assets dated 29.12.2009, Deed of hypothecation of Fixed Assets dated 29.12.2009 and Memorandum of Entry dated 29.12.2009 has not been attached, hence the same has been marked as non-compliant.
xlvii.	2009-2010	Form 17 (Satisfaction)	Wednesday, 29 July, 2009	Monday, 13 July, 2009	Date of charge modified is mentioned as 29/06/2009 which is wrong as this charge has not been modified after its creation. Hence the same has been marked as non-compliant.
xlviii.	2009-2010	Form 8 (Creation)	Saturday, 5 September, 2009	Monday, 5 October, 2009	Deed of hypothecation of Fixed Assets dated 06.08.2009, Deed of hypothecation of Current Assets dated 06.08.2009 and Memorandum of Entry dated 06.08.2009 has not been attached in the form. There is a delay of 30 days in filing. Hence, the same has been marked as non-compliant.
xlix.	2008-2009	Form 66	Monday, 30 November 2009	Sunday, 4 October 2009	The due date of holding AGM has been wrongly mentioned in the form. Additionally, the compliance certificate attached is not clear due to which dates of the Board Meeting are not clear. The Company had increased its authorized share capital however, it has not been mentioned in the compliance certificate.
i.	2008-2009	Form 17 (Satisfaction)	Friday, 17 October, 2008	Monday, 13 October, 2008	No NOC is attached in the form. Hence the same has been marked as non-compliant.
li.	2008-2009	Form 20B	Monday, 30 November 2009	Sunday, 4 October 2009	The due date of holding AGM has been wrongly mentioned in the form, hence, the same has been marked as non-compliant.
lii.	2008-2009	Form 8 (modification)	August 21, 2008	Tuesday, 2 September, 2008	There is delay in 12 days of filing. Hence, the same has been marked as non-compliant.
liii.	2008-2009	Form 23AC	Monday, 30 November 2009	Sunday, 4 October 2009	Director's report and Notice of Annual General Meeting has not been attached in the form and the due date of Annual General has been wrongly mentioned in the form, hence, the same has been marked as non-compliant.
liv.	2008-2009	Form 2	Wednesday, 30 April, 2008	Friday, 29 August, 2008	The Company has not attached resolution for allotment. There has been a delay of 121 days in filing of the form. The list of Allottee is not physically signed by the director. Hence, the same has been marked as non-compliance.
lv.	2008-2009	Form 5	Wednesday, 24 September, 2008	Monday, 1 September, 2008	In the form along with notice of EGM and EGM resolution Board resolution for proposing the Increase in authorized share capital has also been attached but the BM resolution is in other company name and with different registered

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
					office. Only the altered part of MOA and AOA has been attached and not the entire revised MOA and AOA. Hence, the same has been marked as non-compliance.
lvi.	2007-2008	Form 66	Thursday, 30 October 2008	Wednesday, 15 October 2008	The board meeting dated Monday, 18 June 2007, has not been taken into records in the compliance certificate attached, hence, the same has been marked as non-compliant.
lvii.	2007-2008	Form 23B	Tuesday, 28 August 2007	Monday, 13 October 2008	The Company is delayed by 412 days for compliance, the same has been marked as non-compliant. Further, the Company has failed to attach Intimation letter, Consent letter, eligibility certificate and Certified True Copy of the Annual General Meeting resolution. In the form date of receipt of intimation letter is mentioned as Thursday, 27 September 2007, but the intimation letter has not been sent in 7 days
lviii.	2007-2008	Form 23AC	Thursday, 30 October 2008	Sunday, 9 November 2008	Director's report and Notice of Annual General Meeting has not been attached in the form and also incomplete auditors report and balance sheet has been attached, hence, the same has been marked as non-compliant
lix.	2007-2008	Form 2	Monday, 30 April, 2007	Thursday, 06 September, 2007	The Company has not attached resolution for allotment in the form. Further, there is a delay of 129 days in filing. The list of allottee is not physically signed by the director. Hence, the same has been marked as non-compliance.
lx.	2007-2008	Form 66	Tuesday, 30 October 2007	Friday, 23 November 2007	The Company is delayed by 25 days for compliance, the same has been marked as non-compliant.
lxi.	2007-2008	Form 23AC	Tuesday, 30 October 2007	Friday, 23 November 2007	The Company is delayed by 25 days for compliance. In the form wrong amount of shares issued has been mentioned, as 34,00,000 shares were issued and in the form 4,00,000 has been mentioned. the same has been marked as non-compliant.
lxii.	2006-2007	Form 18	Thursday, 13 July, 2006	Tuesday, 18 July, 2006	The Company has not attached any attachments in the form. There is a delay of 5 days in filing. Hence, the same has been marked as non-compliance.
lxiii.	2006-2007	Form 66	Monday, 30 October 2006	Tuesday, 28 November 2006	The Company is delayed by 29 days for compliance, the same has been marked as non-compliant.
lxiv.	2006-2007	Form 23AC	Monday, 30 October 2006	Tuesday, 28 November 2006	The Company is delayed by 30 days for compliance, the same has been marked as non-compliant.

Sr. No.	Financial Year	Particulars of the Document	Due Date of Compliance	Actual Date of Compliance	Remarks/ Observation
lxv.	1996-1997	Form 8 (modification)	Thursday, 26 September, 1996	Thursday, 26 September, 1996	Only a hand written form 8 is attached. Name of the company is mentioned as Jaybee Laminations Ltd whereas it is private limited company. No certificate of registration of modification is there.
lxvi.	1996-1997	Form 8 (modification)	Wednesday, 12 March, 1997	Friday, 7 March, 1997	Only a hand written form 8 is attached. Name of the company is mentioned as Jaybee Laminations Ltd whereas it is private limited company. No certificate of registration of modification is there.
lxvii.	1996-1997	Form 8 (modification)	Wednesday, 12 March, 1997	Thursday, 6 March, 1997	Only a hand written form 8 is attached. Wrong name of the company has been written in the form. No certificate of registration of modification is there. Hence, the same has been marked as non-compliance.
lxviii.	1993-1994	Form 8 (modification)	Wednesday, 10 November, 1993	Monday, 18 October, 1993	Only a hand written form 8 is attached Jaypee Investments Private Limited is mentioned in the form 8, wrong name quoted of the company. No certificate of registration of modification is there.
lxix.	1993-1994	Form 8 (Creation)	Wednesday, 10 November, 1993	Monday, 18 October, 1993	Only a hand written form 8 is attached Jaypee Investments Private Limited is mentioned in the form 8, wrong name quoted of the company No certificate of registration of modification is there.
lxx.	1992-1993	Form 8 (Creation)	Thursday, 4 June, 1992	Wednesday, 13 May, 1992	Only a hand written form 8 is attached The description of the property charged is not clear in the form. No certificate of registration of modification is there.
lxxi.	1991-1992	Form 8 (Creation)	Sunday, 8 September, 1991	Thursday, 5 September, 1991	Only a hand written form 8 is attached The description of the property charged is not clear in the form. No certificate of registration of modification is there.

Further, it is imperative to note that, the Company has gone into One Time Settlement with OBC and there was an outstanding balance of ₹643.62 Lakhs as on April 01, 2006. The Company has repaid a sum of ₹380.33 Lakhs during the year ending March 31, 2007, and balance outstanding amount is ₹263.29 Lakhs. Further interest payable on OTS amount from July 01, 2005, to March 31, 2007, amounts to ₹20.62 Lakhs for the financial year 2006-07 and ₹29.77 Lakhs for the financial year 2005-06. The total interest of ₹50.39 Lakhs has been passed through Profit & Loss A/c so the profit for the financial year 2006-07 is understated by ₹29.77 Lakhs. Additionally, for the financial year 2007-08, the audit report did not clarify with regard to OTS with OBC.

Therefore, the disclosures in this Red Herring Prospectus in relation to such untraceable or incorrect records, as the case may be, have been made in reliance on other supporting documents available in our records, including the resolutions passed/noting made by the Board or Shareholders in their meetings for the disclosures in this Red Herring Prospectus. We hereby confirm and disclose that, due to the aforementioned observations, the Issuer Company is not in compliance with the provisions of the Companies Act, 2013, concerning the issuance of securities from its inception up to the date of filing the Red Herring Prospectus.

We have not undertaken any compounding actions in respect of the aforesaid missing records and discrepancies in corporate secretarial records. However, we have undertaken certain measures, including a secretarial audit on an annual basis, as required under the Companies Act, 2013, to avoid recurrence of such instances in future and will continue to take such steps in the future. While no legal proceedings or regulatory action has been initiated against our Company or is pending in relation to untraceable secretarial and other corporate records and documents as of the date of this Red Herring

Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

In the past, our Company has occasionally delayed filing our GST and EPF returns, resulting in the payment of late filing fees and interest on delayed deposits of due taxes and statutory dues.

Financial Year	Return Type	Total Number of Establishments	Establishments with Delayed Filings
2023-2024	GSTR3B	2	1
2022-2023	GSTR3B	2	0
2021-2022	GSTR3B	2	1
2020-2021	GSTR3B	2	1
2019-2020	GSTR3B	2	0
2018-2019	GSTR3B	2	0
2017-2018	GSTR3B	2	1

Financial Year	Total Amount of All Establishments Paid	Total Number of Establishments	Establishments with Delayed Filings
2023-2024	0.73	1	1
2022-2023	0.56	1	0
2021-2022	0.46	1	1
2020-2021	0.37	1	1
2019-2020	0.62	1	1
2018-2019	0.63	1	0
2017-2018	0.47	1	1
2016-2017	0.10	1	1

Should such delays occur in the future, the accumulated amounts from each delay may adversely affect our cash flows. To date, no show-cause notice has been issued against our company in respect of these delays. However, if the concerned authorities take cognizance of these delays, actions may be taken against our company and its directors, potentially impacting the financials of both our company and our directors.

33. *Improper storage and handling of raw materials and finished products may cause damage to our inventory leading to an adverse effect on our business, results of operations and cash flows.*

Our inventory primarily consists of raw materials including CRGO steel and CRNGO steel in the form of coils. CRGO steel and CRNGO steel, in particular, are highly sensitive steel variants. Exposure to stresses, bends, jolts, moisture, chemicals, or other liquids can lead to deterioration in their mechanical and electrical properties, resulting in the depreciation of inventory value. Likewise, both raw materials and finished goods are vulnerable to transit damages caused by adverse weather conditions or rough handling.

Hence, raw materials, manufacturing processes and finished products if not appropriately stored, handled, and processed may affect the quality of the finished product, which could materially and adversely affect our business, financial condition, results of operations, or cash flows. Improper storage may also result in higher than usual spoilage of inventory due to adverse weather conditions or longer than usual storage periods, which may result in cultivation of our inventory consisting of our products and may also require us to incur additional expenses in replacing that portion of the inventory and/ or incur additional expenses in maintenance and improvement of our storage infrastructure, which may adversely affect our profit margins. As of the date of this Red Herring Prospectus, there have been no such instances in the past.

34. *An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.*

Our operations are subject to various risks inherent in the manufacturing industry including defects, malfunctions, and failures of manufacturing equipment, fire, riots, strikes, explosions, accidents, and natural disasters. Our insurance may not be adequate to completely cover any or all of our risks and liabilities. Further, there is no assurance that the insurance premiums payable by us will be commercially viable or justifiable.

To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows

could be adversely affected. Although we have not experienced any loss or damage in the past three financial years, there can be no assurance that we will not experience any such disruption in the future. For further information on our insurance arrangements, see “*Our Business – Insurance*” on page 171 of this Red Herring Prospectus.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, or in part, or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost, or at all. To the extent that we suffer loss or damage, for which we have not obtained or maintained insurance, or which is not covered by insurance, which exceeds our insurance coverage, or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

35. *Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages across various states, and if we are unable to engage new employees at commercially attractive terms.*

The success of our operations depends on the availability of labour and maintaining a good relationship with our workforce. Our success also depends on our ability to attract, hire, train and retain skilled workers who are experienced in manufacturing operations. As of July 31, 2024, we employed 310 full-time employees. Although we have not experienced any major interruption to our operations as a result of labour disputes or labour unrest in the past three financial years, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our permanent and contractual workforce, which may adversely affect our ability to continue our business operations. Further, a significant increase in our employee attrition rate could also result in decreased operational efficiencies and productivity, loss of market knowledge and customer relationships, and an increase in recruitment and training costs, thereby materially and adversely affecting our business, results of operations and financial condition.

We cannot assure you that we will be able to find or hire personnel with requisite experience or expertise to operate our machinery at our existing manufacturing facilities. In case we are unable to hire such personnel with necessary experience or expertise, our business operations, financial condition, and results of operations may be adversely affected.

Further, India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution, and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Our employees are not unionized. However, in the event that our employees seek to unionize, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business.

36. *Any defects or deficiency in our products could lead to product liability claims and lawsuits being filed against us. An adverse order/decreed in any of these lawsuits could have a material adverse effect on our operations.*

Our product portfolio caters to a wide range of end user industries including Slit Coils, Cut laminations, Assembled Cores, E and I Stampings, and Mother Coils. If our products contain defects that adversely affect our end user, we may incur additional costs in rectifying such defects. In addition, any defect in our products could lead to claims or lawsuits against us. We could be asked to pay compensatory costs and punitive damages if such claims or lawsuits are determined against us which may also result in adverse publicity and impact our brand and customer goodwill. While we have not faced any instances of product liability claims in the past three Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, we cannot assure you that we will not face any such product liability claims in the future.

37. *We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business operations and financial performance.*

As of March 31, 2024, we had total outstanding borrowings of ₹2,416.15 Lakhs. Certain 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. These covenants vary depending on the requirements of the financial institution extending such loans and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, changes to the (i) capital structure and shareholding pattern of our Company, (ii) constitutional documents including memorandum and/or articles of association of our Company, (iii) constitution of board of directors and management set up of our Company, (iv) shareholding of the

promoters resulting in our Promoters' shareholding falling below 51%, (v) lock-in on shareholding of promoters, (vi) repayment/pre-payment of financing facilities; and (vii) down streaming of funds to the subsidiary of our Company, by way of debt or equity. While we have received all relevant consents required for the purposes of this Offer, a failure to comply with such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time.

In addition, our Company has in the past not been or may not have been in compliance with certain financial covenants under certain of its financing agreement on annual testing, including breach of certain accounting ratios specified under such arrangements.

As of the date of this Red Herring Prospectus, none of our lenders have issued any notice of default or required us to repay any part of our borrowings on account of any non-compliance. However, there can be no assurance that our lenders will not, in the future, seek to enforce their rights in respect of any past, present, or future breaches or that we will be able to obtain waivers from any or all lenders. In the absence of waivers for any non-compliance of the covenants, we may continue to be in default of the covenants and our lenders have the right to, among others, declare all amounts outstanding under the relevant loan agreements immediately due and payable together with accrued and unpaid interest (which could result in up to all our outstanding borrowings becoming due and payable) or to convert the loan into equity shares.

An inability to comply with the covenants under our financing arrangements or to obtain necessary consents/ waivers may lead to acceleration of amounts due under such facilities and triggering of cross-default provisions. 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 not compliant with any of the covenants under our financing agreements, we may be unable to raise or face difficulties raising further financing.

Such non-compliances with loan covenants by the Company would constitute an event of default under the relevant financing agreements which could further trigger cross-defaults under other loan agreements, and would entitle the respective lenders to declare a default against our Company and enforce remedies under the terms of the financing documents, that include, among others, acceleration in repayment of the amounts outstanding under the financing documents, the right to convert the loan into equity, enforcement of any security interest created under the financing documents, and taking possession of the assets given as security in respect of the financing documents. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due.

38. *If we are unable to raise additional capital, our business prospects could be adversely affected.*

We intend to fund our expansion plans through our cash in hand, cash flow from operations, raising additional capital through equity issuances and by infusing capital for the ongoing capital expansion plans at our manufacturing facility at Greater Noida. For details, kindly refer the "*Risk Factor 4 - If there are delays or if the costs of setting up and the possible time or cost overruns related to the expansion of the Unit-II or the purchase of plant and machinery for the said Unit-II are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects,*" on page 30 of this Red Herring Prospectus.

We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our cash in hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, investor confidence, the continued success of our operations and other laws that are conducive to raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. In addition, in the event there is a delay in sanctioning of amounts from lenders for our working capital requirements, we may have to use cash from our internal accruals which would adversely impact our ability to fulfil our expansion plans and thereby our business operations. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

39. We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.

Due to the nature of, and the inherent risks in, the informal arrangements with our clients', we are subject to counterparty credit risk and a significant delay in receiving large payments or non-receipt of large payments may adversely impact our results of operations. Our operations involve extending credit to our clients in respect of the sale of our products and consequently, we face the risk of uncertainty regarding the receipt of these outstanding amounts. For the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, our trade receivables were ₹5,419.66 Lakhs, ₹5,198.02 Lakhs, and ₹2,744.39 Lakhs, respectively.

The table below provides details of amount written off by us in relation to non-collection of payment from business associates as a percentage of total sales of our products:

Particulars	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
Amount written-off in relation to non-collection of payment from clients' (₹ Lakhs)	5.23	20.49	447.45
As a percentage of total sales of our products (%)	0.02%	0.08%	3.17%

There is no assurance that we will accurately assess the creditworthiness of our clients'. Further, macroeconomic conditions which are beyond our control, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our business associates, including limited access to the credit markets, insolvency, or bankruptcy. Such conditions could cause our business associates to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from business associates also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. If we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which could adversely affect our results of operations and cash flows.

40. Certain of our financing agreements involve variable interest rates and an increase in interest rates may adversely affect our results of operations and financial condition.

We are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further, under certain of our financing agreements, the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate/External Benchmark Rate/ External Benchmark Lending Rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating it may adversely affect our results of operations and financial condition. Also see "Financial Indebtedness" on page 213 of this Red Herring Prospectus for a description of interest payable under our financing agreements. Further, in recent years, the Government of India has taken measures to control inflation, which included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows, and financial condition.

41. Our inability to accurately manage our inventory may have an adverse effect on our business, results of operations, financial condition, and cash flows.

We maintain a reasonable level of inventory of raw materials, work in progress and finished goods. However, if we have inadequate capacity due to which we are unable to meet the demand for our products, it could result in the loss of business. Our clients' also have the right to return or reject the product in the event that the products do not conform to the specified parameters. There have been certain instances where products have been returned, however, such returns have not been material. Further, we typically recycle the rejected and returned products and use them to manufacture products for customers, by downgrading their materiality, which results in losing of its value. Our inability to accurately manage our inventory may have an adverse effect on our business, results of operations, and financial condition.

42. *We have certain contingent liabilities, which, if they materialize, may affect our results of operations, financial condition, and cash flows.*

As of March 31, 2024, our contingent liabilities (claims against the Company (including unasserted claims) not acknowledged as debt) that have not been accounted for in our financial statements were as follows:

Particulars	As of March 31, 2024 (₹ in lakhs)
Related to Direct Tax matters	54.51
Related to Indirect Tax matters	2.29
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	777.66
Total	834.46

Note:

If a significant portion of these liabilities materializes, it could have an adverse effect on our business, financial condition, and results of operations. For further information, see “*Restated Financial Information – Note XII – Contingent Liabilities*” on page F-24 of this Red Herring Prospectus.

43. *We engage in foreign currency transactions, which expose us to adverse fluctuations in foreign exchange rates. Fluctuations in the exchange rate between the Rupee and other currencies may affect our operating results.*

A small portion of our total revenues is denominated in currencies other than Indian Rupees. The table below sets forth details of our export sales in the periods indicated:

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Exports (Exclusive SEZ sales)	4,041.77	13.34%	3,461.90	14.03%	2,038.84	14.43%

Further, we also import certain equipment for our machinery. As of March 31, 2024, there has been no hedging of our foreign currency exposure. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an effect on our results of operations and cash flows.

For further information, see “*Restated Financial Information – Note XII – Contingent Liabilities*” on page F-24 of this Red Herring Prospectus.

44. *We are dependent on our Promoters, our Key Managerial Personnel and Senior Management, and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations, and financial condition.*

Our ability to compete depends upon our ability to attract, motivate, and retain qualified personnel. We are led by experienced Promoters with more than 35 years of experience in the manufacture of CRGO Silicon steel cores for the power & distribution transformer industry of India. We are highly dependent on the continued contributions of our Promoter, Chairman and Whole-time Director, Mr. Munish Kumar Aggarwal. Further, Mr. Mudit Aggarwal, Promoter and Managing Director has been associated with our Company for a long time and has significant experience in the field of the CRGO steel industry. Further, we rely on the continued effort and services of some key members who form part of our Key Managerial Personnel and our Senior Management. The loss of the services of our Key Managerial Personnel, Senior Management and any of our other executive officers, and our inability to find suitable replacements, could cause harm to our business and operations.

The table below provides changes in Key Managerial Personnel and Senior Management in the last three years:

Name	Designation	Date of Appointment/ Change in designation	Reason for Change
Mr. Mudit Aggarwal	Managing Director	Wednesday, 8 November 2023	Appointed as Managing Director of our company
Mr. Munish Kumar Aggarwal	Chairman and Whole time Director	Tuesday, 7 November 2023	Appointed as Chairman
Mr. Subhash Raghav	Chief Financial Officer	Tuesday, 7 November 2023	Appointed as Chief Financial Officer
Ms. Arti Chauhan	Company Secretary and Compliance Officer	Tuesday, 7 November 2023	Appointed as Company Secretary and Compliance Officer
Mr. Ashutosh Kumar Singh	Senior Manager- Finance and Business Development	Tuesday, 7 November 2023	Appointed as Senior Management Personnel
Mr. Paras Dhawan	Senior Manager Sales and Marketing	Tuesday, 7 November 2023	Appointed as Senior Management Personnel
Mr. Munish Kumar Aggarwal	Chairman and Whole time Director	Monday, 4 October 2021	Re-designated as Whole time Director of our company
Mr. Mudit Aggarwal	Managing Director	Monday, 4 October 2021	Re-designated as Whole time Director of our company

For further information in relation to changes in our Board, see “*Our Management*” on page 191 of this Red Herring Prospectus.

We cannot guarantee that we will be able to recruit and retain qualified and capable employees. In addition, our recruiting personnel, methodology, and approach may need to be altered to address a wider, more diverse, and changing candidate pool and profile. We cannot assure you that we will be able to do so in a timely and effective manner. We may also have to adapt to remote methods of talent management and engagement, especially due to nationwide lockdowns and geographic expansion. We may incur significant costs to attract and recruit skilled personnel, and we may lose new personnel before we realize the benefit of our investment in recruiting and training them. If we fail to attract new personnel or fail to retain and motivate our current personnel who are capable of meeting our growing technical, operational, and managerial requirements on a timely basis or at all, our business may be harmed.

Our success depends on our ability to effectively source and staff people with the right mix of skills and experience to perform services for our business associates, including our ability to transition personnel to new assignments on a timely basis. If we are unable to effectively utilize our personnel on a timely basis to fulfil the needs of our business associates, our business could suffer.

45. *Majority of our Directors do not have any prior experience of being a director in any other listed company in India.*

Our current Board comprises of six directors which includes 1 Managing Director, 2 executive directors and 3 non-executive independent directors. Majority of our board of directors do not have any prior experience of being a director in any other listed company in India. Further, one of executive directors, Ms. Sunita Aggarwal, does not have educational qualification relating to the business of our Company. While our Board members are qualified and have relevant experience in their respective field, not having any prior experience as being a director in any other listed company in India may present some potential challenges to our Company in effectively meeting with good corporate governance norms and practices. For further details, please see chapter titled “*Our Management*” on page 184 of this Red Herring Prospectus.

46. *The deployment of funds raised through this Offer shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.*

Since the Offer Size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The deployment of these funds raised through this Offer, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

47. ***After the completion of the Offer, our Promoters along with the Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.***

For details of the pre-Offer and post-Offer shareholding of our Promoters and members of our Promoter Group, see “*Capital Structure*” on page 106 of this Red Herring Prospectus. After the completion of the Offer, our Promoters along with the members of Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue.

48. ***Our Promoters, certain of our Directors, Key Managerial Personnel and members of our Senior Management may have interests other than reimbursement of expenses incurred and normal remuneration or benefits.***

Our Promoters, certain of our Directors, Key Managerial Personnel and members of our Senior Management are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, payment of dividend or distributions thereon, unsecured loans given by certain Promoters and KMPs to our Company, and rent income earned by one of our Promoters from our Company. For instance, our Company has availed certain interest-free unsecured loans from our Promoters, namely, Munish Kumar Aggarwal, Mudit Aggarwal and Sunita Aggarwal. For the payments that are made by our Company to related parties including remuneration to our Directors and our Key Managerial Personnel, see “*Summary of the Offer Document– Summary of Related Party Transactions*” on page 24 of this Red Herring Prospectus. We cannot assure you that our Promoters, Directors, Key Managerial Personnel and Senior Management will exercise their rights to the benefit and best interest of our Company.

Further, certain of our Promoters, also being the executive Directors of our Company, are interested in our Company, in addition to their remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. Further, our Promoters and Promoter Selling Shareholder have also provided certain guarantees on behalf of our Company in favour of certain lenders of our Company. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or remuneration or benefits, see “*Our Management*” and “*Our Promoters and Promoter Group*” on pages 191, and 200 respectively of this Red Herring Prospectus.

49. ***We may not successfully protect our technical know-how, which may result in the loss of our competitive advantage.***

We have developed a range of technical know-how relating to the manufacturing process of our products, customer and supplier database, raw material grade technical specs database. This knowledge base has enhanced our ability to manage our manufacturing costs and improve our product quality to compete more effectively. Our technical know-how has been derived from the past experience of our key employees and management team as well as our research and development efforts. Although we have not experienced any such leaks in Fiscals 2024, 2023, and 2022, and we cannot assure you that any of our proprietary knowledge may not be leaked, either inadvertently or wilfully in the future. A significant number of our employees have access to confidential design and product information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. If the confidential technical information in respect of our products or business becomes available to third parties or to the public, any competitive advantage we may have over our competitors could be harmed. If a competitor is able to reproduce or otherwise capitalize on our technology, it may be difficult, expensive, or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have a material adverse effect on our business, results of operations, financial condition, cash flows, and/or prospects.

50. ***We will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholder will receive the net proceeds from the Offer for Sale.***

The Offer consists of a Fresh Issue and an Offer for Sale. The Promoter Selling Shareholder shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Promoter Selling Shareholder, and our Company will not receive any proceeds from the Offer for Sale. Other than the: (i) listing fees, audit fees (not in relation to the Offer), and expenses for any product or corporate advertisements consistent with past practice of our Company (other than the expenses relating to the Offer), which shall be borne solely by our Company; (b) all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in proportion to the number of Equity Shares issued and allotted by the Company pursuant to the Fresh Issue and/or transferred by the Promoter Selling Shareholder pursuant to the Offer for Sale, in accordance with applicable law.

51. *The average cost of acquisition of Equity Shares held by our Promoters and the Promoter Selling Shareholder may be less than the Offer Price.*

The average cost of acquisition of Equity Shares held by our Promoters and the Promoter Selling Shareholder may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by our Promoters and the Promoter Selling Shareholder are set out below:

Sr. No.	Name of the Promoters/Promoters Selling Shareholder	No of Equity Shares of face value of ₹10.00/- each held	Average cost of Acquisition (in ₹)*
1.	Mr. Munish Kumar Aggarwal	1,38,02,400	0.36
2.	Mr. Mudit Aggarwal	10,92,600	1.40
3.	Ms. Sunita Aggarwal	23,76,600	1.32

52. *M.S. Stampings Private Limited one of our Group Companies has common pursuits as they are engaged in similar business or industry segments and may compete with us.*

One of our Group Companies, M.S. Stampings Private Limited is engaged in the businesses which is similar to that of our Company. Therefore, there may be conflict of interest in allocating business opportunities between us, and the said Group Company. While our Company has not encountered conflict of interest in allocating business opportunities between us, we cannot assure you that there will not be any conflict of interest between our Company, and the said Group Company in the future. We have not entered into any non-compete agreements with the said Group Company there can be no assurance that such entity will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance. For further details, please see, “Group Companies” on page 206 respectively of this Red Herring Prospectus.

53. *Our half-yearly results may fluctuate for a variety of reasons and may not fully reflect the underlying performance of our business.*

Upon listing of the Equity Shares, our Company will be required to publish its financial results for the half-year of the Fiscal, in accordance with the SEBI (LODR) Regulations. Our half-yearly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control and, as a result, may not fully reflect the underlying performance of our business. The factors that may affect our half-yearly financial results also include, our ability to attract new clients and cross-sell to existing clientele; the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure; general economic, political, weather, industry and market conditions; changes in our pricing policies or those of our competitors and suppliers; the timing and success of new services and service introductions by us and our competitors or any other change in the competitive dynamics of the Indian travel industry, including consolidation among competitors, customers or strategic partners. Our half-yearly operating results may therefore vary significantly in the future, and period-to-period comparisons of our operating results may not be meaningful. Accordingly, the results of any one quarter may not be reliable as an indicator of future performance. Further, any delay in filing these quarterly results will also result in additional costs for us.

54. *Changes in technology may affect our business by making our manufacturing facilities or equipment less competitive.*

Our profitability and competitiveness are to a certain extent dependent on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Changes in technology may make newer generation manufacturing equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our manufacturing facilities. Our inability to continue to invest in new and more advanced technologies and equipment, may result in our inability to respond to emerging industry standards and practices in a cost-effective and timely manner that is competitive with other manufacturing companies. The development and implementation of such technology entails technical and business risks. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to emerging industry standards. If we are unable to adapt in a timely manner to changing market conditions or technological changes, our business and financial performance could be adversely affected.

55. ***Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates, and we have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Offer. These plans have not been independently appraised by a bank or a financial institution.***

We intend to use up to ₹4,500 Lakhs out of the Net Proceeds of the Issue for meeting our working capital requirements as described in the section titled “*Objects of the Issue*” on page 109 of this Draft Red Herring Prospectus. The Objects of the Issue comprise for meeting working capital requirements of our Company and general corporate purposes. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Issue. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. For details, see “*Objects of the Issue*” on page 109 of this Red Herring Prospectus.

The objects of the Issue have not been appraised by any bank or financial institution, and our funding requirement is based on current conditions, internal estimates, estimates received from the third-party agencies and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Such internal estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, results of operations, financial condition, and cash flows. Accordingly, investors in the Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds. Further, pursuant to Section 27 of the Companies Act, any variation in the Objects of the Issue would require a special resolution of the shareholders and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue, at such price and in such manner in accordance with applicable law. Our Company, in accordance with the applicable law and to attain the objects set out above, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company may temporarily deposit the Net Proceeds within one or more scheduled commercial banks included in the Second Schedule of RBI Act as may be approved by our Board.

56. ***We have in this Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the manufacturing industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors, and others to evaluate the operational performance of Indian manufacturing industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Red Herring Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies.

57. ***Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures, and restrictive covenants of our financing arrangements.***

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. As of the date of this Red Herring Prospectus, there have been no prior occurrences of payment of dividend in the previous 3 Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements, and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in the future consistent with our past practices, or at all. For details pertaining to dividends declared by our Company in the past, see "Dividend Policy" on page 208 of this Red Herring Prospectus.

External Risk Factors

58. ***Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations, and prospects.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance, and the price of our Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity, and the price of our Equity Shares.

59. ***Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest, and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, and results of operations. Recent developments in the ongoing conflict between Russia and Ukraine and the Israel and Hamas has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus and the monkeypox virus. Another outbreak of any new variant of COVID-19 pandemic such as the new JN.1 variant or future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. For example, as a result of the COVID-19 pandemic related lockdown and other restrictions, the business operations of our Company experienced temporary disruption for several weeks starting from in the first quarter of Fiscal 2021. Due to which

our Company has incurred a loss of ₹(20.79) Lakhs in Fiscal 2021. We witnessed an increase in demand for our products and our revenue from operations increased from ₹7,496.51 Lakhs in Fiscal 2021 to ₹14,125.12 Lakhs million in Fiscal 2022.

60. *Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business and the results of operations.*

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

61. *If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.*

The Income Tax Act, 1961 (“**IT Act**”) was amended to provide new manufacturing domestic companies (i.e., companies which have been set-up and registered on or after October 1, 2019 and commenced manufacturing or production on or before March 31, 2024) an option to pay corporate income tax at the rate of 15% (plus applicable surcharge and health and education cess), as compared to rate of 30% (plus applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions (“**15% Corporate Tax Regime**”). Similarly, other domestic companies have an option to pay corporate income tax at the rate of 22% (plus applicable surcharge and health and education cess), on satisfaction of prescribed conditions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. We have opted to pay corporate tax under the 15% Corporate Tax Regime. If there are any changes to 15% Corporate Tax Regime, we may not be able to avail such benefits. Further, any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/tribunals/ courts would have an effect on our profitability.

Further, with the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilize input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax (“**DDT**”), and such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the IT Act to abolish the DDT regime. Accordingly, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

The Government of India announced the union budget for Fiscal 2025 (“**Budget**”). However, the Finance Bill, 2024 has not yet been enacted into law. The provisions of the Income Tax Act, 1961 are proposed to be amended by the Finance (No.2) Bill, 2024 and the same would be effective only on receiving the assent of President of India. The Finance (No.2) Bill inter-alia proposes that the long term capital gain would be taxed at the rate of 12.5% without any indexation benefits. Similarly, the Finance (No.2) Bill proposes to increase short-term capital gains to 20% for transfer on or after July 23, 2024. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation, or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of

operations and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation, or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. For instance, the Government of India has notified four labour codes which are yet to come into force as of the date of this Red Herring Prospectus, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health, and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. Once these codes are in force, we may be required to incur additional expenditure to ensure compliance with them. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation, or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

62. *Financial instability in other countries may cause increased volatility in Indian financial markets.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe, and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy, financial sector, and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

These developments, or the perception that any of them could occur, have had, and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

63. *If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.*

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials, and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our business associates, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such a case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

64. *We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.*

The Competition Act, 2002, of India, as amended (“**Competition Act**”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“**AAEC**”). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the “**CCI**”). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 (“**Competition Amendment Act**”) amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, introduces a deal value threshold for mergers & acquisitions, reduces the overall time limit for the assessment of combinations by the CCI, changes the scope of anti-competitive agreements, broadens the definition of cartels, and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

RISKS RELATING TO THE EQUITY SHARES AND THIS OFFER

65. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.*

On listing of our Equity Shares, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after listing of our Equity Shares due to several factors such as volatility in the Indian and global securities markets, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any political or economic factors. The occurrence of any of the abovementioned factors may lead to us triggering the parameters listed by SEBI and/or the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, concentration of business associates, close to close price variation, market capitalization, variation in volume, delivery percentage and average unique PAN traded over a period of time. In the event our Equity Shares are covered under such surveillance measures implemented by SEBI and/or the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

66. *Investors may not be able to enforce a judgment of a foreign court against us, our Directors, and executive officers in India respectively, except by way of a law suit in India.*

We are incorporated under the laws of India and all of our Directors, Key Management Personnel and Senior Management Personnel reside in India. All of our assets are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the number of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 (“CPC”). India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore, and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines, or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would

enforce foreign judgments if it viewed the number of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such an amount may also be subject to income tax in accordance with applicable law.

67. *The trading volume and market price of the Equity Shares may be volatile following the Offer.*

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts’ recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;

- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

68. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.*

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

69. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹100,000, realized on the sale of listed equity shares held for more than 12 months immediately preceding the date of transfer, may be subject to long-term capital gains tax in India at the rate of 10% (plus applicable surcharge and health and education cess). This beneficial provision is, *inter alia*, subject to payment of STT. Further, any gain realized on the sale of listed equity shares in an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and health and education cess), without indexation benefits.

Further, any gain realized on the sale of the Equity Shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India at the rate of 15% (plus applicable surcharge and health and education cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India’s right to impose tax on capital gains arising from the sale of shares of an Indian company. As a result, non-resident investors may be liable for tax in India as well as in their own jurisdiction on a gain realized upon the sale of the Equity Shares. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

70. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.*

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors’ book entry, or ‘demat’ accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchange. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant’s demat account with depository participant could take approximately 2 Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within 3 Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchange. Any failure or delay in obtaining

the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

71. Any future issuance of Equity Shares, or convertible securities or other equity-linked instruments by us may dilute your shareholding, and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities, or securities linked to Equity Shares including through the exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities, or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge, or encumber their Equity Shares in the future.

72. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India requires a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country which shares a land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Further, in the event of a transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "Restrictions on Foreign Ownership of Indian Securities" on page 308 of this Red Herring Prospectus.

73. The Offer Price, market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

Our revenue from operations for Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, was ₹30,290.97 Lakhs, ₹24,666.47 Lakhs, and ₹14,125.12 Lakhs, respectively, and profit after tax for Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, was ₹1,935.27 Lakhs, ₹1,360.00 Lakhs, and ₹595.17 Lakhs, and our market capitalization to revenue from operations (Financial Year ended March 31, 2024) multiple is [●] times at the upper end of the Price Band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the book-building process prescribed under the SEBI (ICDR) Regulations, and certain quantitative and qualitative factors as set out in the section titled "Basis for Offer Price" on page 118 of this Red Herring Prospectus and the Offer Price, multiples and ratios may not be indicative of the market price of the Equity Shares on listing or thereafter.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

For details in relation to average cost of acquisition and the track record of the Book Running Lead Manager, see “*The average cost of acquisition of Equity Shares by our Promoters and the Promoter Selling Shareholder may be less than the Offer Price.*” on page 66 of this Red Herring Prospectus, “*Summary of the Offer Document - Average cost of acquisition for our Promoters and the Promoter Selling Shareholder*” on page 20 of this Red Herring Prospectus and “*Other Regulatory and Statutory Disclosures - Track record of past issues handled by the Book Running Lead Manager*” on page 261 of this Red Herring Prospectus.

- 74. *QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid amount) at any stage after submitting a bid, and Retail Individual Bidders are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of equity shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Bidders can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/ Offer Closing Date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on the Stock Exchange where such Equity Shares are proposed to be listed, including Allotment, within 3 Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors’ decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment.

We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors’ ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political, or economic conditions, our business, results of operations, cash flows, or otherwise between the dates of submission of their Bids and Allotment.

- 75. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor’s benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

76. *A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.*

As a listed Indian entity, there are provisions in Indian law that may delay, deter, or prevent a future takeover or change in control of our Company. Under the SEBI (SAST) Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that the interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI (SAST) Regulations.

77. *Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.*

Our Articles of Association, the composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

SECTION IV – INTRODUCTION

THE OFFER

Present Offer Of Equity Shares by our Company in terms of this Red Herring Prospectus	
Equity Shares Offered :⁽¹⁾ Present Offer of Equity Shares by our Company⁽²⁾	60,93,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
The Offer consists of:	
Fresh Offer	45,70,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Offer for Sale⁽³⁾	15,23,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Of which:	
Offer Reserved for the Market Maker	3,05,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Net Offer to the Public	57,88,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Of which:	
A. QIB Portion⁽⁴⁾⁽⁵⁾	Not more than 28,50,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Of which:	
i) Anchor Investor Portion	Up to 17,10,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
ii) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed)	Up to 11,40,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to 52,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to 10,88,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
B. Non-Institutional Portion	Not less than 8,72,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] Lakhs
C. Retail Portion	Not less than 20,66,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] Lakhs
Pre and Post – Offer Equity Shares	
Equity shares outstanding prior to the Offer	1,79,97,600 Equity Shares of face value of ₹10.00/- each
Equity shares outstanding after the Offer	Up to 2,25,67,600 Equity Shares of face value of ₹10.00/- each
Use of Net Proceeds	Please refer to the chapter titled “ <i>Objects of the Offer</i> ” beginning on page 109 of this Red Herring Prospectus

Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of offer price.

Notes:

- (1) The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations. This Offer is being made by our Company in terms of Regulation of 229 (2) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – offer paid up equity share capital of our company are being offered to the public for subscription.
- (2) The present Offer has been authorized pursuant to a resolution of our Board dated February 15, 2024, and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our Shareholders held on February 29, 2024.

- (3) The Equity Shares being offered by the Selling Shareholder have been held for a period of at least one year immediately preceding the date of this Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI (ICDR) Regulations. The Selling Shareholder have confirmed and approved their portion in the Offer for Sale as set out below:

Promoter Selling Shareholder	Number of Equity Shares Offered	Date of Transmittal Letter
Mr. Munish Kumar Aggarwal	15,23,000 Equity Shares of face value of ₹10.00/- each	March 10, 2024

- (4) The SEBI (ICDR) Regulations permit the issue of securities to the public through the Book Building Process, which states that: (a) not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders; (b) not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non- Institutional Bidders; and (c) not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to bidders in the other category. Accordingly, we have allocated the Net Offer i.e., not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders; not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not more than 50% of the Net Offer to QIBs.
- (5) Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (6) Our Company has not undertaken any pre-IPO placement.

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “*Offer Structure*” beginning on page 279 of this Red Herring Prospectus

SUMMARY OF RESTATED FINANCIAL INFORMATION

Statement Of Assets And Liabilities, As Restated				
Particulars		For the Financial Year Ended On		
		March 31, 2024 (₹ in Lakhs)	March 31, 2023 (₹ in Lakhs)	March 31, 2022 (₹ in Lakhs)
I	EQUITY AND LIABILITIES			
	1. Shareholders' funds			
	(a) Share Capital	1,799.76	299.96	299.96
	(b) Reserves and surplus	4,481.68	4,046.21	2,686.21
	Sub Total Shareholders' Funds (A)	6,281.44	4,346.17	2,986.17
	2. Non-current liabilities			
	(a) Long-term borrowings	403.03	647.43	488.87
	(b) Other Non-current Liabilities	-	-	-
	(c) Deferred Tax Liability	-	-	-
	(d) Long-term provisions	97.04	85.61	88.65
	Sub Total Non-Current Liabilities (B)	500.07	733.04	577.52
	3. Current liabilities			
	(a) Short-term borrowings	2,013.13	2,495.83	2,204.21
	(b) Trade payables			
	i) Due to MSME	36.63	21.12	27.41
	ii) Due to Others	3,944.62	2,952.41	3,509.41
	(c) Other current liabilities	192.99	318.38	189.59
	(d) Short-term provisions	122.45	30.62	20.42
	Sub Total Current Liabilities (C)	6,309.81	5,818.36	5,951.03
	TOTAL (A+B+C)	13,091.32	10,897.58	9,514.73
II.	ASSETS			
	1. Non-current assets			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	548.69	557.04	524.38
	(ii) Capital work-in-progress	254.75	-	-
	(ii) Intangible Asset Under Development	8.64		
	(b) Non-current investments	369.75	369.75	369.75
	(c) Long-term loans and advances	143.17	-	-
	(d) Deferred Tax Assets	86.83	71.66	68.73
	(e) Non-Current Assets	34.19	13.14	10.58
	Total Non-Current Assets (A)	1,446.01	1,011.58	973.45
	2. Current assets			
	(a) Inventories	4,428.06	3,446.50	4,866.97
	(b) Trade receivables	5,419.66	5,198.02	2,744.39
	(c) Cash and Bank Balances	571.92	823.19	471.79
	(d) Short-term loans and advances	785.73	204.13	222.16
	(e) Other Current Assets	439.94	214.16	235.96
	Total Current Assets (B)	11,645.31	9,886.00	8,541.28
	TOTAL (A+B)	13,091.32	10,897.58	9,514.73

Statement Of Profit And Loss, As Restated				
Particulars		For the Year Ended On		
		March 31, 2024 (₹ in Lakhs)	March 31, 2023 (₹ in Lakhs)	March 31, 2022 (₹ in Lakhs)
I	Revenue from operations	30,290.97	24,666.47	14,125.12
II	Other Income	58.59	82.39	42.27
III	Total Income (I+II)	30,349.561	24,748.86	14,167.39
	Expenses:			
	(a) Cost of materials consumed	25,640.91	20,577.52	11,306.40
	(b) Purchases of stock-in-trade	-	-	-

Statement Of Profit And Loss, As Restated				
Particulars		For the Year Ended On		
		March 31, 2024 (₹ in Lakhs)	March 31, 2023 (₹ in Lakhs)	March 31, 2022 (₹ in Lakhs)
	(c) Changes in inventories of finished goods and work-in- progress	(641.69)	144.61	(5.41)
	(d) Employee benefits expense	1,013.35	789.02	610.02
	(e) Finance costs	595.48	501.29	420.11
	(f) Depreciation and amortisation expense	127.22	95.18	106.03
	(g) Other expenses	1,006.97	809.24	971.62
IV	Total expenses	27,742.23	22,916.87	13,408.78
V	Profit /(Loss) before tax and Exceptional Items (III-IV)	2,607.33	1,831.99	758.62
VI	Exceptional Items	(1.84)	(11.52)	(13.88)
VII	Profit /(Loss) before tax (V-VI)	2,605.49	1,820.47	744.74
VIII	Tax expense:			
	(a) Current tax expense	685.39	463.40	175.40
	Less: MAT credit setoff	-	-	-
	(b) Short/(Excess) provision of tax for earlier years	-	-	-
	(c) Deferred tax charge/(credit)	(15.17)	(2.92)	(25.84)
		670.22	460.48	149.56
IX	Profit after tax for the year (VII-VIII)	1,935.27	1,360.00	595.17
XII	Earnings per share (face value of ₹ 10/- each):			
	(a) Basic (in ₹)	10.75	7.56	3.31
	(b) Diluted (in ₹)	10.75	7.56	3.31

Statement of Cash Flow, as restated			
Particulars	For the Financial Year Ended On		
	March 31, 2024 (₹ in Lakhs)	March 31, 2023 (₹ in Lakhs)	March 31, 2022 (₹ in Lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Extraordinary items	2,605.49	1,820.47	744.74
Adjustment For:			
(a) Depreciation and Amortization	127.22	95.18	106.03
(b) Finance Charges	595.48	501.29	420.11
(c) (Gain)/Loss on Sale of Assets	-	-	-
(d) Provision for Gratuity	14.22	12.57	10.13
(e) Interest & Other income	(41.14)	(29.59)	(23.99)
(f) Preliminary Expenses written off	-	-	-
Operating Profit before Working Capital Changes	3,301.27	2,399.92	1,257.02
Adjustment For :			
(a) (Increase)/Decrease in Inventories	(981.56)	1,420.47	(3,146.47)
(b) (Increase)/Decrease in Trade Receivables	(221.64)	(2,453.63)	(391.45)
(c) (Increase)/Decrease in Loans & Advances	(581.60)	18.04	49.68
(d) (Increase)/Decrease in Other Assets	(225.78)	21.81	(160.09)
(e) Increase /(Decrease) in Trade Payables	1,007.72	(563.28)	3,321.41
(f) Increase /(Decrease) in Other Liabilities	(125.40)	128.80	37.56
CASH GENERATED FROM OPERATIONS	2,173.00	972.12	967.67
Less : Direct Taxes paid (Net of Refund)	(596.35)	(463.40)	(170.00)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	1,576.65	508.72	797.67
NET CASH FROM OPERATING ACTIVITIES (A)	1,576.65	508.72	797.67
B. CASH FLOW FROM INVESTING ACTIVITIES			
(a) Purchase of Fixed Assets	(384.09)	(141.99)	(54.80)
(b) Sale of Fixed Assets	1.84	8.75	18.83
(c) (Increase) / Decrease in Investment	-	-	-
(d) (Increase) / Decrease in Long term loans and advances	(143.17)	-	-
(e) (Increase) / Decrease in Non-Current Assets	(21.05)	(2.56)	1.19
(f) Interest and other income	41.14	29.59	23.99
NET CASH FROM INVESTING ACTIVITIES (B)	(505.34)	(106.20)	(10.79)

Statement of Cash Flow, as restated			
Particulars	For the Financial Year Ended On		
	March 31, 2024 (₹ in Lakhs)	March 31, 2023 (₹ in Lakhs)	March 31, 2022 (₹ in Lakhs)
C. CASH FLOW FROM FINANCING ACTIVITIES			
(a) Increase/(Decrease) in Long Term Borrowing	(244.40)	158.56	(48.77)
(b) Increase/(Decrease) in Short Term Borrowing	(482.70)	291.61	22.37
(c) Increase / (Decrease) in Long Term Provisions	-	-	-
(d) Transfer of reserves due to demerger	-	-	-
(e) Interest Paid	(595.48)	(501.29)	(420.11)
NET CASH FLOW IN FINANCING ACTIVITIES (C)	(1,322.58)	(51.12)	(446.50)
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	(251.28)	351.40	340.38
OPENING BALANCE - CASH & CASH EQUIVALENT	823.19	471.79	131.42
CLOSING BALANCE - CASH & CASH EQUIVALENT	571.91	823.19	471.79

For further information, see “*Restated Financial Information – Note XII – Contingent Liabilities*” on page F-24 of this Red Herring Prospectus.

GENERAL INFORMATION

Registered Office

Jay Bee Laminations Limited

26/36, Upper Ground Floor, East Patel Nagar, New Delhi Patel Nagar East, Central Delhi, Delhi-110008, India

Contact Number.: +91 9870403729

Email: investor@jaybeelaminations.co.in

Website: www.jaybeelaminations.co.in

Corporate Identity Number: U22222DL1988PLC031038

Registration Number: 031038

For details relating to changes to the address of our Registered Office, please see “*History and Certain Corporate Matters - Changes to the address of the Registered Office of our Company*” on page 180 of this Red Herring Prospectus.

Corporate Office

Jay Bee Laminations Limited

A-18,19 & 21 Phase-II, Noida -201305, Uttar Pradesh, India

Contact Number: +91 9870403729

Email: investor@jaybeelaminations.co.in

Website: www.jaybeelaminations.co.in

REGISTRAR OF COMPANIES

Registrar of Companies, Delhi

Ministry of Corporate Affairs, 4th Floor, IFCI Tower,61,

Nehru Place, New Delhi-110019, India

Contact Number: 011-26235703

Fax.: 011-26235702

Email: roc.delhi@mca.gov.in

Website.: www.mca.gov.in

Designated Stock Exchange

NSE Emerge

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block Bandra – Kurla Complex

Bandra (East) Mumbai – 400 051 Maharashtra, India

Contact Number: 022 – 2659 8100/ 8114

Website: www.nseindia.com

Board Of Directors

As on the date of this Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Mr. Mudit Aggarwal	Managing Director	01324169	D PH-2, Pearl Getaway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India
Mr. Munish Kumar Aggarwal	Chairman & Whole time Director	00466023	D PH-802, Pearl Getaway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India
Ms. Sunita Aggarwal	Executive Director	00465983	D PH-2, 802, Pearl Getaway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India
Mr. Atul Ladha	Non-Executive Independent Director	00978072	GF-2, Pearls Gateway Towers, Sector-44, Gautam Buddha Nagar, Noida-201301, India
Mr. Arun Kumar Verma	Non-Executive Independent Director	08705619	House Number - 698, Rajesh Nagar, Jassian Road, Haibowal Kalan, Ludhiana, Punjab – 141001, India
Mr. Yogendra Kumar Gupta	Non-Executive Independent Director	07029287	A-77A Ashok Nagar, Ghaziabad - 201001, Uttar Pradesh, India

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 184 of this Red Herring Prospectus.

Chief Financial Officer

Mr. Subhash Raghav

A-18,19 & 21 Phase-II, Noida -201305, Uttar Pradesh, India

Contact Number: +91 9870403729

Email: subhash1@jaybeelaminations.co.in

Website: www.jaybeelaminations.co.in

Company Secretary And Compliance Officer

Ms. Arti Chauhan

A-18,19 & 21 Phase-II, Noida -201305, Uttar Pradesh, India

Contact Number : +91 9870403729

Email: cs@jaybeelaminations.co.in

Website: www.jaybeelaminations.co.in

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager. All Offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Swaraj Shares and Securities Private Limited

Principal Place of Business: 304, A Wing, 215 Atrium Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai – 400093, Maharashtra, India

Contact Number: +91-22-6964-9999

Email Address: ipo@swarajshares.com

Investor Grievance Email Address : investor.relations@swarajshares.com

Contact Person: Pankita Patel/Tanmoy Banerjee

Website: www.swarajshares.com

SEBI Registration Number: INM00012980

Statement Of Inter-Se Allocation Of Responsibilities

Swaraj Shares and Securities Private Limited is the sole Book Running Lead Manager to this Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Registrar To The Offer

Bigshare Services Private Limited

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai 400093, Maharashtra, India.

Tel No: 022 – 6263 8200

Email: ipo@bigshareonline.com

Investor Grievance E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Asif Sayyed

SEBI Registration Number: INR000001385

Statutory Auditors Of Our Company

M/s. Oswal Sunil & Company

Chartered Accountants

71, Daryaganj, Delhi-110002, India

Tel No.: 2325-1582, 2326-2902, 4306-0999

Email: oswalsunil.co@gmail.com

Contact Person: CA Nishant Bhansali

Firm Registration No.: 016520N

Membership No: 532900

Peer Review Auditor Of Our Company

M/s A Y & Company

Chartered Accountants

505, Fifth Floor, ARG Corporate Park Ajmer Road, Gopal Bari, Jaipur – 302006, Rajasthan, India

Tel No.: +91-9649687300

Email: info@aycompany.co.in

Contact Person: CA Arpit Gupta

Membership No.: 421544

Firm Registration No.: 020829C

Peer Review Registration No. – 011177

M/s. A Y & Company, Chartered Accountants hold a peer review certificate dated July 15, 2021, issued by the Institute of Chartered Accountants of India.

Legal Counsel To The Company

Rajani Associates, Advocates and Solicitors

204-207, Krishna Chambers, 59, New Marine Lines, Mumbai - 400020, Maharashtra, India

Contact Person: Ms. Sangeeta Lakhi

Contact Number: + 91-22-40961000/ +91-98200-41647

Email Address: sangeeta@rajaniassociates.net

Facsimile: +91-22-40961010

Website: www.rajaniassociates.net

Bankers To Company

Yes Bank Limited

Level 4th, 5th, and 14th (A) Max Towers, Sector 16B, Noida, (U.P) 201301

Telephone: +91-78598 93767

Facsimile: Not Applicable

Email ID: communication@yesbank.in, amit.kumar105@yesbank.in

Website: www.yesbank.in

Contact Person: Amit Kumar

CIN: L6510MH2003PLC143249

Banker To The Offer - Escrow Collection Bank, Refund Bank, Sponsor Bank, And Public Offer Bank

Axis Bank Limited

Sakinaka Branch, Hyde Park, Ground Floor, Unit No 4, Opp Ansa industrial Estate, SakiVihar Road, Mumbai – 400072, Maharashtra, India

Telephone: 02240733600

Email ID: sakinaka.branchhead@axisbank.com

Website: www.axisbank.com

Contact Person: Mr. Nitin Jha

CIN: L65110GJ1993PLC020769

Syndicate Member

Shreni Shares Limited (Formerly known as Shreni Shares Private Limited)

Address: Office No. 217, Hive 67 Icon, Poisar Gymkhana Road Lokmanya Tilak Nagar Poisar, Near Raghuleela Mall, Kandivali West, Mumbai - 400067, Maharashtra, India

Telephone: 022 – 2089-7022

Email ID: shrenishares@gmail.com

Investor Grievance E-mail: info@shreni.in

SEBI Registration Number: INZ000268538

Contact Person: Ms. Hitesh Punjani

CIN: U67190MH2009PLC195845

Self-Certified Syndicate Banks (“SCSBs”)

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Applicant (other than an UPI Applicants using the UPI mechanism), not applying through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated

Self-Certified Syndicate Banks Eligible as Issuer Banks for UPI Mechanism and Mobile Applications Enabled for UPI Mechanism

Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Applicants using the UPI mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. A list of SCSBs and mobile applications, which are live for applying public issues using UPI mechanism is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Applicants (other than Applications by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the Members of the Syndicate is available on the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35>, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35> or any such other website as may

be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? And www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar To The Offer And Share Transfer Agents (“RTA”)

The list of the RTAs eligible to accept ASBA Forms (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures>, as updated from time to time.

Collecting Depository Participants (“CDP”)

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipo/asba-procedures.htm, or such other websites as updated from time to time.

Credit Rating

This being an Offer of Equity Shares, credit rating is not required.

IPO Grading

Since the Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

Debenture Trustees

As the Offer is an initial public offering of Equity Shares, appointment of debenture trustee is not required.

Monitoring Agency

Since the quantum of Fresh Offer is below ₹10,000 Lakhs, in terms of the Regulation 262 of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for this Offer.

Filing

The Draft Red Herring Prospectus/ Red Herring/ Prospectus are being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Red Herring Prospectus shall be submitted to SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the offer document in terms of Regulation 246 (2) of the SEBI (ICDR) Regulations.

A copy of this Red Herring Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus required to be filed under Section 26 and 28 of the Companies Act, 2013 will be filed to the Registrar of Companies, Delhi least 3 Working Days prior from the date of opening of the Offer.

Appraising Entity

No appraising entity has been appointed in respect of any objects of this Offer.

Type Of Offer

The present Offer is considered to be 100% Book-Building Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Expert Opinion

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

Our Company has received written consent from the Peer Reviewed Auditor namely, M/s A Y & Company, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated Friday, August 16, 2024, and the Statement of Possible Tax Benefits dated Tuesday, August 20, 2024, issued by them and included in this Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated Friday, March 15, 2024, from Ocean Tech Engineering Consultancy Service, Chartered Engineer, to include their name as required under Section 26 (5) of the Companies Act read with SEBI (ICDR) Regulations, in this Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certificate dated Wednesday, August 14, 2024, certifying, *inter alia*, the details of the installed and production capacity of our manufacturing facilities and plant and machineries installed in our manufacturing facilities

Changes In Auditors

Except as disclosed below, there has been no change in the Statutory Auditors during the 3 years immediately preceding the date of this Red Herring Prospectus:

Particulars	Date of Change	Reason
M/s. Oswal Sunil & Company Chartered Accountants 71, Daryaganj, Delhi-110002, India Tel No.: 2325-1582, 2326-2902, 4306-0999 Email: oswalsunil.co@gmail.com Contact Person: CA Nishant Bhansali Firm Registration No.: 016520N Membership No: 532900	October 28, 2023	Appointment of the Statutory Auditors of our Company
M/s. Ramesh Goyal & Associates, Chartered Accountant, 26/36, East Patel Nagar New Delhi-110008, India Contact Number: +91-11-25759775/ +91-9811039774 Email Address: rga1956@gmail.com Firm Registration Number: 039380N	October 07, 2023 November 10, 2021	Resignation due to pre-occupation Appointment as the statutory auditor

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Price Band and the minimum Bid Lot, which will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised in all editions of Financial Express (an English daily newspaper), and all editions of Jansatta (a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation), each with wide circulation at least 2 Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective website.

The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager, after the Bid/Offer Closing Date. For details, see “Offer Procedure” beginning on page 279 of this Red Herring Prospectus. The Principal parties involved in the Book Building Process are: -

- Company;
- Book Running Lead Manager;
- Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters;
- Registrar to the Offer;
- Banker to the Offer;
- Designated Stock Exchange;
- Designated Intermediaries and Sponsor banks

SEBI (ICDR) Regulations have permitted the issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI (ICDR) Regulations.

This Offer is being made through the Book Building Process wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. 5.00% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI (ICDR) Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the Retail Individual Bidders applying in public Offer shall participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI (ICDR) Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, NIIs and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

The process of Book Building under the SEBI (ICDR) Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

For further details, see “*Terms of the Offer*”, “*Offer Structure*”, and “*Offer Procedure*” beginning on pages 265, 274 and 279 of this Red Herring Prospectus, respectively.

Bidders should note that, the Offer is also subject to obtaining final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20.00/- to ₹24.00/- per share, Issue size of 3,000 Equity Shares and receipt of 5 Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Amount (₹)	Cumulative Quantity	Subscription
500	₹24.00/-	500	16.67%
1,000	₹23.00/-	1,500	50.00%
1,500	₹22.00/-	3,000	100.00%
2,000	₹21.00/-	5,000	166.67%
2,500	₹20.00/-	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Company in consultation with the Book Running Lead Manager, may finalize the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Offer Procedure*” on page 279 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP-ID and Client-ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

Underwriting

This Offer is 85.00% Underwritten by Shreni Shares Limited (Formerly Known as Shreni Shares Private Limited) and 15% Underwritten Swaraj Shares and Securities Private Limited in the capacity of Underwriter to the Offer. The Underwriting agreement is dated Tuesday, April 16, 2024, read with Addendum to the Underwriting Agreement dated Wednesday, June 12, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of Total Offer Size Underwritten
Shreni Shares Limited (Formerly known as Shreni Shares Private Limited) Address: Office No. 217, Hive 67 Icon, Poisar Gymkhana Road Lokmanya Tilak Nagar Poisar, Near Raghuleela Mall, Kandivali West, Mumbai - 400067, Maharashtra, India Contact Number: 022 – 2089-7022 Email Address: shrenishares@gmail.com Investor Grievance E-mail: info@shreni.in SEBI Registration Number: INZ000268538 Contact Person: Ms. Hitesh Punjani	51,79,000	[●]	85.00%
Swaraj Shares and Securities Private Limited Principal Place of Business: 304, A Wing, 215 Atrium Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai – 400093, Maharashtra, India Contact Number: +91-22-6964-9999 Email Address: ipo@swarajshares.com Investor Grievance Email Address: investor.relations@swarajshares.com Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel Website: www.swarajshares.com SEBI Registration Number: INM00012980	9,14,000	[●]	15.00%

*Includes 3,05,000 Equity Shares of face value of ₹10.00/- each of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective obligations in full.

Market Maker

Our Company has entered into Market Making Agreement dated Tuesday, April 16, 2024, with the Lead Manager and Market Maker, read with Addendum to the Market Making Agreement dated Wednesday, June 12, 2024, duly registered with NSE to fulfil the obligations of Market Making:

Name	Shreni Shares Limited (Formerly known as Shreni Shares Private Limited)
Address	A/007, Western Edge - II, Kanakia Space, Behind Metro Mall, off Western Express Highway, Magathane, Borivali East, Mumbai – 400066, Maharashtra, India
Telephone	022 - 2089 7022
E-mail	shrenisharespvtltd@yahoo.in
Contact Person	Mr. Hitesh Punjani
SEBI Registration No.	INZ000268538

Details of the Market Making Agreement

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfil the obligations of Market Making) dated Tuesday, April 16, 2024, to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares offered in this Offer.

Shreni Shares Limited (Formerly known as Shreni Shares Private Limited), registered with NSE will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by NSE and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of NSE and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹[●]/- per share the minimum application lot size is [●] Equity Shares of face value of ₹10.00/- each thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
14. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
15. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations.

Further, the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

16. **Risk containment measures and monitoring for Market Maker:** NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
17. **Punitive Action in case of default by Market Maker:** NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
18. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer size up to ₹250 Crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

19. The following spread will be applicable on the NSE Emerge:

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

20. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker during market making process has been made applicable, based on the offer size, and as follows:

Offer Size	Buy quote exemption threshold (Including mandatory initial inventory of 5% of the Offer Size)	Re-Entry threshold for buy quote (Including mandatory initial inventory of 5% of the Offer Size)
Up to ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

21. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ NSE from time to time.
22. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Red Herring Prospectus is set forth below:

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price *
A.	Authorized Share Capital		
	2,50,00,000 Equity Shares of face value of ₹10.00/- each	2,500.00	-
B.	Issued, Subscribed and Paid-Up Equity Capital before the Offer		
	1,79,97,600 Equity Shares of face value of ₹10.00/- each	1,799.76	-
C.	Present Offer in Terms of this Red Herring Prospectus ⁽¹⁾		
	Offer of 60,93,000 Equity Shares of face value of ₹10.00/- each	₹609.30	[●]
	Which Comprises of:		
	Fresh Issue of 45,70,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs	₹457.00	[●]
	Offer for Sale of 15,23,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs ⁽²⁾	₹152.30	[●]
	Of which:		
I.	Reservation for Market Maker portion		
	3,05,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs reserved as Market Maker Portion	₹30.50	[●]
II.	Net Offer to the Public		
	Net Offer to Public of 57,88,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs to the Public	₹578.80	[●]
	Of the Net Offer to the Public:		
	20,66,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs will be available for allocation to Retail Individual Investors	₹206.60	[●]
	Not less than 8,72,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] Lakhs	₹87.20	[●]
	Not more than 28,50,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs, 5% available for allocation to Mutual Funds only	₹285.00	[●]
D.	Paid-up Equity Capital after the Offer *		
	2,25,67,600 Equity Shares of face value of ₹10.00/- each	₹2,256.76	-
E.	Securities Premium Account		
	Before the Offer ⁽³⁾		134.03
	After the Offer*		[●]

*To be updated upon finalization of the Offer Price, and subject to the Basis of Allotment.

- (1) The Present Offer including fresh offer of 45,70,000 Equity Shares of face value of ₹10.00/- each in terms of this Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated February 15, 2024, and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on February 29, 2024.
- (2) The Selling Shareholder confirms that the Offered Shares have been held by the Selling Shareholder for a period of at least one year prior to filing of this Red Herring Prospectus with NSE EMERGE in accordance with SEBI (ICDR) Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI (ICDR) Regulations. For details on the authorization and consent of the Selling Shareholder in relation to the Offered Shares, see "Offer Structure" on page 274 of this Red Herring Prospectus.

(3) *Securities Premium before the offer as on March 31, 2024.*

Class Of Shares

As on the date of Red Herring Prospectus, our Company has only one class of share capital i.e., Equity Shares of ₹10/- each. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

Notes to the Capital Structure

1. Changes in Authorized Equity Share Capital of our Company

Since incorporation, the authorized share capital structure of our Company has been altered in the following manner:

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation	17,000	100/-	17.00	On incorporation	N.A.
2.	Increased from ₹17.00 Lakhs to ₹20.00 Lakhs	20,000	100/-	20.00	March 27, 1989	EGM
3.	Increased from ₹20.00 Lakhs to ₹50.00 Lakhs	50,000	100/-	50.00	August 02, 1993	EGM
4.	Increased from ₹50.00 Lakhs to ₹100.00 Lakhs	1,00,000	100/-	100.00	March 02, 1994	EGM
5.	Increased from ₹100.00 Lakhs to ₹200.00 Lakhs	2,00,000	100/-	200.00	July 20, 1995	EGM
6.	Increased from ₹200.00 Lakhs to ₹300.00 Lakhs	3,00,000	100/-	300.00	August 25, 2008	EGM
7.	Increased from ₹300.00 Lakhs to ₹2500.00 Lakhs	25,00,000	100/-	2500.00	September 25, 2023	EGM

Split/Sub Division of Shares of ₹100/- each into 10 shares of ₹10/- each on September 25, 2023.

2. Equity Share Capital History of our Company

(Please take note that the capital build-up of our Company has been prepared in alignment with the undertakings provided by the Company. For further details, we kindly direct your attention to Risk Factor – 14 on page 36 of this Red Herring Prospectus. Due to the mentioned observations in the Risk Factor – 14 on page 36 of this Red Herring Prospectus, the Issuer Company is not in compliance with the provisions of The Companies Act, 2013, concerning the issuance of securities from its inception up to the date of filing the Red Herring Prospectus.)

The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	3,000	₹100/-	₹100/-	Cash	Subscription to MOA ⁽ⁱ⁾	3,000	₹3,00,000	Nil
November 02, 1989	14,500	₹100/-	₹100/-	Cash	Further Issue of Shares ⁽ⁱⁱ⁾	17,500	₹17,50,000	Nil
May 22, 1993	10,050	₹100/-	₹100/-	Cash	Further Issue of Shares ⁽ⁱⁱⁱ⁾	27,550	₹27,55,000	Nil
August 16, 1993	150	₹100/-	₹100/-	Cash	Further Issue of Shares ^(iv)	27,700	₹27,70,000	Nil
October 20, 1993	18,460	₹100/-	-	Other Than cash	Bonus Issue ^(v)	46,160	₹46,16,000	Nil
November 5, 1993	5,000	₹100/-	₹100/-	Cash	Further Issue of Shares ^(vi)	51,160	₹51,16,000	Nil
March 31, 1995	25,580	₹100/-	-	Other Than cash	Bonus Issue ^(vii)	76,740	₹76,74,000	Nil
July 20, 1995	25,580	₹100/-	-	Other Than cash	Bonus Issue ^(viii)	1,02,320	₹1,02,32,000	Nil
March 25, 1996	35,500	₹100/-	₹100/-	Other Than cash	Bonus Issue of Shares ^(ix)	1,37,820	₹1,37,82,000	Nil
No data is available	10	₹100/-	No data is available	Cash	Further Issue of Shares ^(x)	1,37,830	₹1,37,83,000	No data is available
August 20, 2003	28,100	₹100/-	₹100/-	Cash	Further Issue of Shares ^(xi)	1,65,930	₹1,65,93,000	Nil
March 31, 2007	34,000	₹100/-	₹100/-	Cash	Further Issue of Shares ^(xii)	1,99,930	₹1,99,93,000	Nil
March 31, 2008	30	₹100/-	₹100/-	Cash	Further Issue of Shares ^(xiii)	1,99,960	₹1,99,96,000	Nil
May 25, 2010	1,00,000	₹100/-	₹100/-	Cash	Further Issue of Shares ^(xiv)	2,99,960	₹2,99,96,000	Nil

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹)
Split/Sub Division of Shares of ₹100/- each into 10 shares of ₹10/- each on September 25, 2023								
-	29,99,600	₹10/-	-	-	-	29,99,600	₹2,99,96,000	Nil
October 13, 2023	1,49,98,000	10/-	-	Other than cash	Bonus Issue ^(xv)	1,79,97,600	₹17,99,76,000	-

*The Bonus Issue has been approved by our shareholders vide Extra - Ordinary General meeting held on October 12, 2023.

(i) Initial Subscribers to the Memorandum of Association subscribed 3,000 equity shares of face value of ₹100.00/- each, details of which are given below:

Sr. No	Name	No of Equity Shares
1.	Mr. Tarachand Aggarwal	1,000
2.	Mr. Anil Kumar Aggarwal	1,000
3.	Mr. Munish Kumar Aggarwal	1,000
	Total	3,000

(ii) Further Issue of 14,500 equity shares of face value of ₹100.00/- each

Sr No	Name	No of Equity Shares
1.	Mr. Tarachand Aggarwal	4,250
2.	Mr. Anil Kumar Aggarwal	5,100
3.	Mr. Munish Kumar Aggarwal	5,150
	Total	14,500

(iii) Further Issue of 10,050 equity shares of face value of ₹100.00/- each

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	5,300
2.	Mr. Mudit Aggarwal	1,250
3.	Ms. Sunita Aggarwal	3,500
	Total	10,050

(iv) Further Issue of 150 equity shares of face value of ₹100.00/- each

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	150
	Total	150

(v) *Bonus Issue of 18,460 equity shares of face value of ₹100.00/- each*

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	14,140
2.	Mr. Mudit Aggarwal	830
3.	Ms. Sunita Aggarwal	2,330
4.	Ms. Pushpa Aggarwal	1,160
	Total	18,460

(vi) *Fresh Issue of 5,000 equity shares of face value of ₹100.00/- each*

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	5,000
	Total	5,000

(vii) *Bonus Issue of 25,580 equity shares of face value of ₹100.00/- each*

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	21,625
2.	Mr. Mudit Aggarwal	1,040
3.	Ms. Sunita Aggarwal	2,915
	Total	25,580

(viii) *Bonus Issue of 25,580 equity shares of face value of ₹100.00/- each*

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	21,625
2.	Mr. Mudit Aggarwal	1,040
3.	Ms. Sunita Aggarwal	2,915
	Total	25,580

(ix) *Bonus Issue of 35,500 equity shares of face value of ₹100.00/- each*

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	26,000
2.	Mr. Mudit Aggarwal	1,800
3.	Ms. Sunita Aggarwal	7,700
	Total	35,500

(x) *Further Issue of 10 equity shares of face value of ₹100.00/- each*

Sr No	Name	No of Equity Shares
1.	Baba Shivram Cl. & Cr. Private Limited	10
	Total	10

(xi) *Further Issue of 28,100 equity shares of face value of ₹100.00/- each*

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	15,100
2.	Mr. Mudit Aggarwal	2,000
3.	Ms. Sunita Aggarwal	9,000
4.	M K Aggarwal HUF	2,000
	Total	28,100

(xii) Further Issue of 34,000 equity shares of face value of ₹100.00/- each

Sr No	Name	No of Equity Shares
1.	Bechan Kumar Singh	2,000
2.	Prem Lata Sharma	1,500
3.	Ashok Kumar	1,500
4.	Hari Ram	1,500
5.	Manohar Lal Gupta	2,000
6.	Pushpa Devi Gupta	1,500
7.	Saroj Aggarwal	2,000
8.	Pramod Aggarwal	2,000
9.	Binod Kumar Singh	2,000
10.	Rajender Goyal	2,000
11.	Ram Prakash	2,000
12.	Sanjay Kumar	2,000
13.	Ram Niwas Aggarwal	2,000
14.	Anish Goyal	2,000
15.	Sheela Devi	1,000
16.	Sumit Kundal	2,000
17.	Neeraj Jain	2,000
18.	Sanjay Kumar	2,000
19.	Praveen Kumar	1,000
	Total	34,000

(xiii) Further Issue of 30 equity shares of face value of ₹100.00/- each

Sr No	Name	No of Equity Shares
1.	Raj Kumar Bansal	10
2.	Harsha Bindal	10
3.	Beena Rani	10
	Total	30

(xiv) Further Issue of 1,00,000 equity shares of face value of ₹100.00/- each

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	1,00,000
	Total	1,00,000

(xv) Bonus Issue of 1,49,98,000 Equity Shares of face value of ₹10.00/- each in the ratio of 5:1 i.e., 5 Bonus Equity Shares of face value of ₹10.00/- each for 1 equity share of face value of ₹10.00/- each held

Sr No	Name	No of Equity Shares
1.	Mr. Munish Kumar Aggarwal	11,502,000
2.	Mr. Mudit Aggarwal	910,500
3.	Ms. Sunita Aggarwal	1,980,500
4.	M/s M K Aggarwal HUF	100,000
5.	Ms. Priya Gupta	50,000
6.	Mr. Karan Motwani	450,000
7.	M/s Mudit Aggarwal HUF	5,000
	Total	1,49,98,000

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
October 20, 1993	18,460	100/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Mr. Munish Kumar Aggarwal	14,140
						Mr. Mudit Aggarwal	830
						Ms. Sunita Aggarwal	2,330
						Ms. Pushpa Aggarwal	1,160
March 31, 1995	25,580	100/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Mr. Munish Kumar Aggarwal	21,625
						Mr. Mudit Aggarwal	1,040
						Ms. Sunita Aggarwal	2,915
July 20, 1995	25,580	100/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Mr. Munish Kumar Aggarwal	21,625
						Mr. Mudit Aggarwal	1,040
						Ms. Sunita Aggarwal	2,915
October 13, 2023	1,49,98,000	10/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Mr. Munish Kumar Aggarwal	11,502,000
						Mr. Mudit Aggarwal	910,500
						Ms. Sunita Aggarwal	1,980,500
						MK Aggarwal HUF	100,000
						Ms. Priya Gupta	50,000
						Mr. Karan Motwani	450,000
Mr. Mudit Aggarwal HUF	5,000						

4. **Issue of equity shares pursuant to Sections 230 to 234 of the Companies Act, 2013**

No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.

5. **Issue of equity shares under employee stock option schemes**

As on the date of this Red Herring Prospectus, our Company has no employee stock option scheme. Accordingly, our Company has not issued any shares pursuant to the exercise of options which have been granted under any employee stock option scheme.

6. **Shares issued out of revaluation reserves**

We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

7. **Issue of Shares at a price lower than the Offer Price in the last year**

Except as disclosed below, we have not issued any Equity Shares at price below issue price within last one year from the date of this Red Herring Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
October 13, 2023	1,49,98,000	₹10/-	-	Bonus Issue	Capitalization of Reserves & Surplus	Mr. Munish Kumar Aggarwal	11,502,000
						Mr. Mudit Aggarwal	910,500
						Ms. Sunita Aggarwal	1,980,500
						M K Aggarwal HUF	100,000
						Priya Gupta	50,000
						Karan Motwani	450,000
Mudit Aggarwal HUF	5,000						

8. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up Equity Shares of face value of ₹10.00/- each held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)*
								No of Voting Rights			Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
								Class-Equity	Class	Total								
A	Promoters & Promoter group	6	1,74,57,600	-	-	1,74,57,600	97.00%	1,74,57,600	-	1,74,57,600	97.00%	-	-	-	-	-	-	1,74,57,600
B	Public	1	5,40,000	-	-	5,40,000	3.00%	5,40,000	-	5,40,000	3.00%	-	-	-	-	-	-	5,40,000
C	Non-Promoters Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C 1	Shares underlying ng DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C 2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	1,79,97,600	-	-	1,79,97,600	100.00%	1,79,97,600	-	1,79,97,600	100.00%	-	100.00%	-	-	-	-	1,79,97,600

As on the date of this Red Herring Prospectus, none of the aforesaid investors are directly or indirectly related to the Book Running Lead Manager (BRLM) and their associates.

9. Details of shareholding of the major shareholders of our Company

- (a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of ₹10.00/- each)	Percentage of the pre-offer Equity Share Capital (%)
1.	Mr. Munish Kumar Aggarwal	13,802,400	76.69%
2.	Mr. Mudit Aggarwal	1,092,600	6.07%
3.	Ms. Sunita Aggarwal	2,376,600	13.21%
4.	Mr. Karan Motwani	540,000	3.00%
	Total	1,78,11,600	98.97%

- (b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of ₹10.00/- each)	Percentage of the pre-offer Equity Share Capital (%)
1.	Mr. Munish Kumar Aggarwal	13,802,400	76.69%
2.	Mr. Mudit Aggarwal	1,092,600	6.07%
3.	Ms. Sunita Aggarwal	2,376,600	13.21%
4.	Mr. Karan Motwani	540,000	3.00%
	Total	1,78,11,600	98.97%

- (c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of ₹100.00/- each)	Percentage of then Equity Share Capital (%)
1.	Mr. Munish Kumar Aggarwal	2,40,140	80.06%
2.	Mr. Mudit Aggarwal	18,210	6.07%
3.	Ms. Sunita Aggarwal	39,610	13.21%
	Total	2,99,960	99.33%

- (d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of ₹100.00/- each)	Percentage of then Equity Share Capital (%)
1.	Mr. Munish Kumar Aggarwal	2,40,140	80.06%
2.	Mr. Mudit Aggarwal	18,210	6.07%
3.	Ms. Sunita Aggarwal	39,610	13.21%
	Total	2,99,960	99.33%

10. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
11. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the Offer by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise, except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

12. Shareholding of our Promoters

As on the date of this Red Herring Prospectus, our Promoters holds 95.97% of the pre-offered, subscribed and paid- up Equity Share Capital of our Company. The Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue/ Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (₹)	Acquisition/ Transfer Price	% of Pre- Offer Equity Share Capital	% of Post Offer Equity Share Capital	Pledge
Mr. Munish Kumar Aggarwal									
Upon Incorporation	Subscription to MOA	Cash	1,000	1,000	₹100/-	100/-	0.01%	Negligible	No
November 2, 1989	Further Allotment	Cash	5,150	6,150	₹100/-	100/-	0.03%	0.02%	No
September 28, 1990	Transfer from Mr. Tarachand Aggarwal	Cash	1,750	7,900	₹100/-	100/-	0.01%	0.01%	No
May 22, 1993	Further Allotment	Cash	5,300	13,200	₹100/-	100/-	0.03%	0.02%	No
May 25, 1993	Transfer from Mr. Anil Kumar Aggarwal	Cash	7,850	21,050	₹100/-	100/-	0.04%	0.03%	No
August 16, 1993	Further Allotment	Cash	150	21,200	₹100/-	100/-	Negligible	0.00%	No
October 20, 1993	Bonus Issue	Other than Cash	14,140	35,340	₹100/-	-	0.08%	0.06%	No
November 5, 1993	Further Allotment	Cash	5,000	40,340	₹100/-	100/-	0.03%	0.02%	No
March 31, 1995	Bonus Issue	Other than Cash	21,625	61,965	₹100/-	-	0.12%	0.10%	No
July 20, 1995	Bonus Issue	Other than Cash	21,625	83,590	₹100/-	-	0.12%	0.10%	No
March 25, 1996	Bonus Issue	Other than Cash	26,000	1,09,590	₹100/-	100/-	0.14%	0.12%	No
March 31, 2001	Transfer from Pushpa Aggarwal	Cash	2,910	1,12,500	₹100/-	100/-	0.02%	0.01%	No
	Transfer from Baba Shivram Cl.& Cr. Private Limited	Cash	10	1,12,510	₹100/-	100/-	Negligible	Negligible	No
August 20, 2003	Further Allotment	Cash	15,100	1,27,610	₹100/-	100/-	0.08%	0.07%	No
May 25, 2010	Further Allotment	Cash	1,00,000	2,27,610	₹100/-	100/-	0.56%	0.44%	No
July 8, 2014	Transfer from Bechan Kumar Singh	Cash	2,000	2,29,610	₹100/-	100/-	0.01%	0.01%	No
	Transfer From Prem Lata Sharma	Cash	1,500	2,31,110	₹100/-	100/-	0.01%	0.01%	No
	Transfer from Ashok Kumar	Cash	1,500	2,32,610	₹100/-	100/-	0.01%	0.01%	No
	Transfer From Hari Ram	Cash	1,500	2,34,110	₹100/-	100/-	0.01%	0.01%	No
	Transfer from Manohar Lal Gupta	Cash	2,000	2,36,110	₹100/-	100/-	0.01%	0.01%	No
	Transfer from Pushpa Devi Gupta	Cash	1,500	2,37,610	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Saroj Aggarwal	Cash	2,000	2,39,610	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Pramod Aggarwal	Cash	500	2,40,110	₹100/-	₹100/-	Negligible	Negligible	No
	Transfer from Ra Kumar Bansal	Other than Cash	10	2,40,120	₹100/-	-	Negligible	Negligible	No
	Transfer from Harsha Bindal	Other than Cash	10	2,40,130	₹100/-	-	Negligible	Negligible	No

Date of Allotment / Transfer	Nature of Issue/ Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (₹)	Acquisition/ Transfer Price	% of Pre-Offer Equity Share Capital	% of Post Offer Equity Share Capital	Pledge
	Transfer from Beena Rani	Other than Cash	10	2,40,140	₹100/-	-	Negligible	Negligible	No
September 22, 2023	Transfer to Priya Gupta	Other than Cash	(1,000)	2,39,140	100/-	-	(0.01)%	Negligible	No
	Transfer to Karan Motwani	Cash	(9,000)	2,30,140	₹100/-	1,460/-	(0.05)%	(0.04)%	No
	Transfer to Mudit Aggarwal HUF	Cash	(100)	2,30,040	₹100/-	1,460/-	Negligible	Negligible	No
Split of Shares of ₹100/- each into 10 shares of ₹10/- each on September 25, 2023									
-	-	-	23,00,400	23,00,400	₹10/-	-	12.78%	10.19%	No
October 13, 2023	Bonus Issue	Other than Cash	1,15,02,000	1,38,02,400	₹10/-	-	63.91%	50.97%	No
	Total		1,38,02,400				76.69%	61.16%	
Mr. Mudit Aggarwal									
May 22, 1993	Further Allotment	Cash	1,250	1,250	₹100/-	₹100/-	0.01%	0.01%	No
October 20, 1993	Bonus Issue	Other than Cash	830	2,080	₹100/-	-	Negligible	Negligible	No
March 31, 1995	Bonus Issue	Other than Cash	1,040	3,120	₹100/-	-	0.01%	Negligible	No
July 20, 1995	Bonus Issue	Other than Cash	1,040	4,160	₹100/-	-	0.01%	Negligible	No
March 25, 1996	Bonus Issue	Other than Cash	1,800	5,960	₹100/-	₹100/-	0.01%	Negligible	No
August 20, 2003	Further Allotment	Cash	2,000	7,960	₹100/-	₹100/-	0.01%	0.01%	No
July 20, 2014	Transfer from Ram Niwas Aggarwal	Cash	250	8,210	₹100/-	₹100/-	Negligible	Negligible	No
	Transfer from Anish Goyal	Cash	2,000	10,210	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Sheela Devi	Cash	1,000	11,210	₹100/-	₹100/-	0.01%	Negligible	No
	Transfer from Sumit Kundal	Cash	2,000	13,210	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Neeraj Jain	Cash	2,000	15,210	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Sanjay Kumar	Cash	2,000	17,210	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Praveen Kumar	Cash	1,000	18,210	₹100/-	₹100/-	0.01%	Negligible	No
Split of Shares of ₹100/- each into 10 shares of ₹10/- each on September 25, 2023									
-	-	-	1,82,100	1,82,100	₹10/-	-	1.01%	0.81%	No
October 13, 2023	Bonus Issue	Other than Cash	9,10,500	10,92,600	₹10/-	-	5.06%	4.03%	No
	Total		10,92,600				6.07%	4.84%	--
Ms. Sumita Aggarwal									
May 22, 1993	Further Allotment	Cash	3,500	3,500	₹100/-	₹100/-	0.02%	0.02%	No
October 20, 1993	Bonus Issue	Other than Cash	2,330	5,830	₹100/-	-	0.01%	0.01%	No
March 31, 1995	Bonus Issue	Other than Cash	2,915	8,745	₹100/-	-	0.02%	0.01%	No
July 20, 1995	Bonus Issue	Other than Cash	2,915	11,660	₹100/-	-	0.02%	0.01%	No
March 25, 1996	Bonus Issue	Other than Cash	7,700	19,360	₹100/-	₹100/-	0.04%	0.03%	No
August 20, 2003	Further Allotment	Cash	9,000	28,360	₹100/-	₹100/-	0.05%	0.04%	No
July 27, 2014	Transfer from Pramod Aggarwal	Cash	1,500	29,860	₹100/-	₹100/-	0.01%	Negligible	No
	Transfer from Binod Kumar Singh	Cash	2,000	31,860	₹100/-	₹100/-	0.01%	0.01%	No

Date of Allotment / Transfer	Nature of Issue/ Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (₹)	Acquisition/ Transfer Price	% of Pre-Offer Equity Share Capital	% of Post Offer Equity Share Capital	Pledge
	Transfer from Rajender Goyal	Cash	2,000	33,860	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer From Ram Prakash	Cash	2,000	35,860	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Sanjay Kumar	Cash	2,000	37,860	₹100/-	₹100/-	0.01%	0.01%	No
	Transfer from Ram Niwas Aggarwal	Cash	1,750	39,610	₹100/-	₹100/-	0.01%	0.01%	No
Split of Shares of ₹100/- each into 10 shares of ₹10/- each on September 25, 2023									
-	-	-	3,96,100	3,96,100	10/-	-	2.20%	1.76%	No
October 13, 2023	Bonus Issue	Other than Cash	19,80,500	23,76,600	10/-	-	11.00%	8.78%	No
	Total		23,76,600				13.21%	10.53%	--

*Excluding shares offered through OFS.

(Please take note that the capital build-up of our Company has been prepared in alignment with the undertakings provided by the Company. For further details, we kindly direct your attention to Risk Factor – 14 on page 36 of this Red Herring Prospectus.)

13. Pre-Offer and Post-Offer Shareholding of our Promoters and Promoter group:

Category of Promoters	Pre-Offer		Post-Offer	
	No. of Shares	% of Pre-Offer Capital	No. of Shares	% of Post- Offer Capital
Promoters				
Mr. Munish Kumar Aggarwal	1,38,02,400	76.69%	1,22,79,400	54.41%
Mr. Mudit Aggarwal	10,92,600	6.07%	10,92,600	4.84%
Ms. Sunita Aggarwal	23,76,600	13.21%	23,76,600	10.53%
Promoter group				
M/s MK Aggarwal HUF	1,20,000	0.67%	1,20,000	0.53%
Ms. Priya Gupta	60,000	0.33%	60,000	0.27%
M/s Mudit Aggarwal HUF	6,000	0.03%	6,000	0.03%
Total	1,74,57,600	97.00%	1,59,34,600	70.61%

14. Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of the Red Herring Prospectus by our Promoters or Directors or Promoter group which in aggregate equals to or is greater than 1% of the pre-offer share capital of our Company:

S. No.	Name of Shareholder	Date of Transaction	Promoters/ Promoter group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Munish Kumar Aggarwal	September 22, 2023	Promoter, Chairman and Whole time Director	-	1,000	Transfer to Ms. Priya Gupta
2.				-	9,000	Transfer to Mr. Karan Motwan
3.				-	100	Transfer to M/s Mudit Aggarwal HUF
4.		October 13, 2023		1,15,02,000	-	Bonus Issue
5.	Mr. Mudit Aggarwal	October 13, 2023	Promoter and Managing Director	9,10,500	-	Bonus Issue
6.	Ms. Sunita Aggarwal	October 13, 2023	Promoter and Executive Director	19,80,500	-	Bonus Issue
7.	M/s MK Aggarwal HUF	October 13, 2023	Promoter Group	1,00,000	-	Bonus Issue
8.	Ms. Priya Gupta	September 22, 2023	Promoter Group	1,000	-	Transfer from Mr. Munish Kumar Aggarwal
9.		October 13, 2023		50,000	-	Bonus Issue
10.	M/s Mudit Aggarwal HUF	September 22, 2023	Promoter Group	100	-	Transfer from Mr. Munish Kumar Aggarwal
11.		October 13, 2023		5,000	-	Bonus Issue

15. None of our Directors or Key Managerial Personnel and Senior Management hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares of face value of ₹10.00/- each held
Mr. Munish Kumar Aggarwal	Chairman and Whole time Director	1,38,02,400
Mr. Mudit Aggarwal	Managing Director	10,92,600
Ms. Sunita Aggarwal	Executive Director	23,76,600

16. None of our Promoters, Promoter group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Red Herring Prospectus.

17. Promoters' Contribution and Lock-in details

Details of Promoters' Contribution locked-in for three (3) years

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, an aggregate of at least 20% of the post Offer Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Offer. As on date of this Red Herring Prospectus, our Promoters hold 1,74,57,600 Equity Shares of face value of ₹10.00/- each constituting 77.36% of the Post Offered, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoters' Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post offer Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Red Herring Prospectus until the commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoters' Contribution, and their lock-in details are as follows:

Name of Promoters	Date of Allotment/ Acquisition and when made fully paid up	No of Equity Shares of face value of ₹10.00/- each	No of Equity Shares locked in	Face Value (in ₹)	Offer Price (in ₹)	Nature of Allotment	% Of Post-Offer Paid-up Capital	Lock-in Period
Mr. Munish Kumar Aggarwal	October 13, 2023	1,15,02,000	45,14,000	₹10.00/-	[●]	Bonus Issue	20.00%	3 Years

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- Equity Shares acquired 3 years preceding the date of this Red Herring Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution.
- The Equity Shares acquired during the year preceding the date of this Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being issued to the public in the Issue is not part of the minimum promoters' contribution;
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of 45,14,000 Equity Shares of face value of ₹10.00/- each for ensuring lock-in of 3 years to the extent of minimum 20.00% of post offer Paid-up Equity Share Capital from the date of allotment in the public Offer.
- The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations.
- We further confirm that our Promoters' Contribution of minimum 20% of the Post Offer Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

Equity Shares locked-in for one year other than Minimum Promoters' Contribution

Pursuant to Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for 3 years, all pre-Offer 1,14,20,600 Equity Shares of face value of ₹10.00/- each shall be subject to lock-in for a period of 1 year from the date of Allotment in this Offer.

Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

Fifty percent of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI (ICDR) Regulations, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository.

Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- (a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the offer and pledge of equity shares is one of the terms of sanction of the loan;
- (b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

Transferability of Locked in Equity Shares

- (a) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoters/ Promoter group or to a new promoters or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
 - (b) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
18. Neither the Company, nor it's Promoters, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
 19. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.
 20. As on the date of this Red Herring Prospectus, the Book Running Lead Manager, and their respective associates (as defined under the SEBI MB Regulations) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

21. As on date of this Red Herring Prospectus, there are no outstanding ESOP's, warrants, options, or rights to convert debentures, loans, or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
22. We have 7 (Seven) Shareholders as on the date of filing of the Red Herring Prospectus.
23. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law.
24. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
25. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter group between the date of this Red Herring Prospectus and the Bid/ Offer Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
26. Our Promoters and Promoter group will not participate in the Offer.
27. Our Company will comply with the disclosure and accounting norms as may be specified by SEBI from time to time.
28. **The capital build-up of our Company has been prepared in alignment with the undertakings provided by the Company. For further details, we kindly direct your attention to Risk Factor – 14 on page 36 of this Red Herring Prospectus. Due to the mentioned observations in the Risk Factor – 14 on page 36 of this Red Herring Prospectus, the Issuer Company is not in compliance with the provisions of The Companies Act, 2013, concerning the issuance of securities from its inception up to the date of filing the Red Herring Prospectus.**

SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Issue includes a fresh Issue of 45,70,000 Equity Shares of face value of ₹10.00/- each and an Offer for Sale of 15,23,000 Equity Shares of face value of ₹10.00/- each by the Promoter Selling Shareholder of our Company at an Offer Price of ₹[●] per Equity Share.

Offer For Sale

The Promoter Selling Shareholder will be entitled to the proceeds of the Offer for Sale of his respective portion of the Offered Shares, respectively net of his proportion of related expenses. The fees and expenses relating to Offer shall be shared in proportion mutually agreed between our Company and the respective Promoter Selling Shareholder in accordance with applicable law. Our Company will not receive any proceeds from the Offer for Sale.

Fresh Issue

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds from the Fresh Issue	Up to 4,300*
Less: Issue related expenses**	[●]
Net Proceeds of the Fresh Issue	[●]

**To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.*

Requirement of Funds

Our Company intends to utilize the Net Fresh Issue Proceeds for the following Objects:

- 1) Funding our working capital requirements and
- 2) General Corporate Expenses

We believe that listing will give more visibility and enhance corporate image of our Company. We also believe that our Company and shareholders will receive the benefits from listing of Equity Shares on the EMERGE Platform of NSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see “*History and Certain Corporate Matters*” on page 180.

Utilization of Net Proceeds

We intend to utilize the proposed net proceeds in the manner set forth below:

Particulars	Amount (₹ in Lakhs)
Funding our working capital requirements	Up to 4,300*
General Corporate Expenses **	[●]
Total	[●]

**To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.*

*** The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.*

Since, the entire fund requirement of the objects detailed above are intended to be funded from the Net Proceeds. In view of the above, we confirm that our company the firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue is not applicable.

Schedule of implementation and deployment of Net Proceeds

Our Company proposes to deploy the Net Proceeds for the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(Amount ₹ Lakhs)

Particulars	Amount proposed to be funded from Net Proceeds	Schedule of Implementation Fiscal 2025
1) Funding our working capital requirements	Up to 4,300*	Up to 4,300*
2) General Corporate Purposes	[●]	[●]
Total	[●]	[●]

*To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, and other commercial and technical factors. We may have to revise our funding requirements and deployment on account of variety of factors such as our financial and market condition, government approval and clearance, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the shipyard and vessels and other external factors including changes in the price of the machinery and raw material due to variation in commodity prices 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, subject to compliance with applicable law. For further details, see “Risk Factors” beginning on page no 27.

The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution.

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Object. In case of variations in the actual utilisation of funds earmarked for the purpose set forth or shortfall in the Net Proceeds or delay in raising funds through the IPO, increased fund requirements for a particular purpose may be financed from our internal accruals and/ or debt financing, as required. If the actual utilisation towards any of the objects is lower than the proposed deployment, such balance will be used for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI (ICDR) Regulations. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part of the Issue Proceed shall be utilized for repayment of any part of outstanding unsecured loan as on date of filing the Red Herring Prospectus. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “Risk Factors” beginning on page no 27 of this Red Herring Prospectus.

Means of finance

We propose to fund the requirements of the entire Objects of the Offer from the Net Proceeds. Accordingly, we confirm that there is no requirement 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 from the Fresh Issue and existing identifiable internal accruals, as required under the SEBI (ICDR) Regulations.

Details of the Objects of the Offer

1. Funding Our Working Capital Requirements

Our Net Working Capital requirement (Except Short term bank Borrowings) of our Company on restated basis was ₹4,794.47 Lakhs, ₹6,563.46 Lakhs, and 7,348.62 Lakhs respectively, for the Financial Years ended March 31, 2022, March 31, 2023, and March 31, 2024. The Net Working capital requirements for the Financial Year 2025 is estimated to be ₹13,122.07 Lakhs. The Company will meet the requirement to the extent of ₹4300.00 Lakhs from the Net Proceeds of the Issue. The source of funds to fill the working capital requirement will be Internal accruals, short term borrowings and IPO proceeds earmark for working Capital as tabulated below.

Basis of estimation of working capital requirement and estimated working capital requirement:

Particulars	As per the Restated Financial Statement for the Financial Year ending March 31			Projected for the Financial Year ending March 31, 2025 (₹ in Lakhs)
	2022 (₹ in Lakhs)	2023 (₹ in Lakhs)	2024 (₹ in Lakhs)	
Current Assets				
Inventories	4,866.97	3,446.50	4,428.06	6,300.00
Trade receivables	2,744.39	5,198.02	5,419.66	9,815.92
Cash and cash equivalents	471.79	823.19	571.92	750.00
Short Term Loans and advances	222.16	204.13	785.73	1,181.15
Other Assets	235.96	214.16	439.94	550.00
Total Current Assets	8,541.27	9,886.00	11,645.31	18,597.07
Current Liabilities				
Trade payables	3,536.81	2,973.53	3,981.25	5,000.00
Other current liabilities	189.59	318.38	192.99	400.00
Short-term provisions	20.42	30.62	122.45	75.00
Total Current Liabilities	3,746.82	3,322.53	4,296.69	5,475.00
Net Working Capital	4,794.45	6,563.47	7,348.62	13,122.07
Sources of Funds				
Short-Term Borrowing from Banks	2,204.21	2,495.83	2,013.13	1,200.00
Internal Accruals/Existing Net worth	2,590.24	4,067.64	5,335.49	7,622.07
Proceeds from IPO	0.00	0.00	0.00	4,300.00
Total	4,794.45	6,563.47	7,348.62	13,122.07

For further details, please refer to the chapter titled *“Restated Financial Statement”* beginning on page 209 of this Red Herring Prospectus.

Expected working capital requirements.

The estimates of the working capital requirements for the Financial Year ended March 31, 2025, have been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management’s action that are not necessarily expected to occur.

Based on our existing working capital requirements and estimated working capital requirements, our Board pursuant to its resolution dated Friday, August 16, 2024, has approved the projected working capital requirements for Financial Year ended March 31, 2025, together with the assumptions and justifications for holding levels, and the proposed funding of such working capital requirements, as set forth below:

Assumptions for our estimated working capital requirement:

Particulars	Holding level (in Days)				Justification for Holding
	As per the Restated Financial Statement for the Financial Year ending March 31			Projected for the Financial Year ending March 31, 2025	
	2022	2023	2024		
Inventories	106	74	56	52	Company aims to optimize the inventory holding period from 74 days in the Financial Year ended March 31, 2023, to 52 days of Financial Year ended March 31, 2025. It is mainly due to growth in Revenue from Operation in Financial Year ended March 31, 2024, and further estimated growth in Financial Year ended March 31, 2025.
Trade Receivables	66	59	64	62	Company aims to marginally increasing credit to the customer by 4-5 days in Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025, as compared to Financial Year ended March 31, 2023, to achieve estimated top line.
Trade Payables	47	62	49	42	Company intends to reduce trade payable from 62 days in Financial Year ended March 31, 2023, to 42 days during Financial Year ended March 31, 2025, to competitive purchase price to increase overall profitability of our Company.

**holding level is due to the increase in working capital requirements for the Financial Year ended March 31, 2023, as detailed on page number 115 of this Red Herring Prospectus.*

The table below sets forth the key assumptions for our Working Capital projections:

Sr. No.	Particulars	Assumptions (No. of days)
1.	Inventories	Inventories include raw materials, WIP, Stores and Spares and Waste etc. The historical holding days of inventories has been 106 days, 74 days and 56 days for the financial year ended March 31, 2022, March 31, 2023, and March 31, 2024, respectively. Company estimates inventories holding days to be around 52 days in Fiscal 2025. Company is increasing its manufacturing product base and at the same time aims to effectively do the churning of inventory under its product portfolio.
2.	Trade receivables	The historical holding days of trade receivables has been 66 days, 59 days and 64 days for the financial year ended March 31, 2022, March 31, 2023, and March 31, 2024, respectively. During F.Y. 2024-25, Management is confident to achieve increased sales, keeping the same holding level of FY 2023-24. The projected increase in trade receivables days from FY 2022-23 is a strategic decision aimed at fostering higher sales growth. We intend to provide our customers with extended credit periods, allowing them more time to settle their invoices. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships
3.	Trade payables	Past trend of Trade payables holding days has been 47 days, 62 days and 49 days for the financial year ended March 31, 2022, March 31, 2023, and March 31, 2024, respectively. However, with additional working capital funding, our Company intends to reduce trade payable to 42 days during Fiscal 2025 to avail cash discount as well as competitive purchase price to increase overall profitability of our Company. By reducing the time, it takes to settle our payables we aim to negotiate more favourable terms and conditions with our suppliers, enabling us to access competitive pricing for the goods we procure.

Apart from above there are other working capital requirements such as Cash and Cash Equivalents, Other Current assets, loans and advances, short term provisions and other current liabilities. Details of which are given below:

Cash and Cash Equivalents	The management is expecting a healthy cash flow due to increase in volume of transactions. Further Cash and Cash equivalents was ₹571.92 Lakhs in FY 2023-24, and estimated to be ₹750.00 Lakhs in 2024-25 respectively and the same is justified with increase revenue growth. Cash and Cash Equivalent includes Cash in Hand, Fixed Deposit against BG issued, and Current/OD (Debit) Balances.
Short term Loans & Advances	In order to meet timely supply of raw material and maintain favourable relations with the suppliers, historically 88 to 95% of Short term loan and advances is consisting of Advance to Supplier. Further Short Term Loans and Advance was ₹204.13 Lakhs, and ₹785.73 Lakhs in FY 2022-23 and FY 2023-24 respectively, and estimated to be ₹1181.15 Lakhs in FY 2023-24 and 2024-25 respectively and the same is justified with increase revenue growth.
Other Current Assets	Other Current Assets consist of prepaid expenses & balance with revenue authorities. The same is in line with the previous years.
Other Current Liabilities	Other Current Liabilities consist of Advance received from Customers, statutory Payables such as PF, ESIC payable, TDS/TCS payable, staff salary payable and other current liabilities. Other Current Liabilities is in line with the sales over the years, and the same has been continued in the estimates.
Short- term Provisions	Short term provisions consist of Income tax Provisions net of Advance tax and TDS and Provision for Gratuity.

Our working capital requirements as a % of our revenue from operations was 26.61% and 24.26% in Fiscal 2023 and Fiscal 2024 which is projected to become 29.16% of our revenue from operations in 2025.

Detailed rationale for increase in working capital requirement

Justification for Increased Working Capital requirement in FY 2024-25 as compared to FY 2023-24

We are required to incur certain upfront costs to be able to manufacture our product and supply to our customers from the beginning of the Purchase Order. These include costs towards raw materials, manpower, power and fuel, Import Duties and Import IGST, taxes etc required from the first day of commencement of such purchase order. The salary and employee-related statutory payments which are due on the day of completion of the deployed month, are also required to be paid. As we typically invoice our customers on supply of product, such cash outflows are borne upfront by us, prior to any receipt of payment from our customers. The invoices become due and payable only after the agreed credit period from the date of the invoice, as per the terms of the respective purchase order, which is typically received within 60-65 days.

Further to secure uninterrupted raw material supplies, we have to make the advance payment to them so the regular supply of raw material is ensured. Management is planning to achieve the estimated growth by way of supplying product to higher voltage transformer segment to capture large market size which shall be sold out on 4-7 days extended credit period to enable customers to accept the new segment as above and support the Revenue growth of the Company. In brief additional working capital gap for the FY 24-25 shall be deployed in below given broad heads.

The planned expansion of Unit - 2, which is scheduled to become operational by July/August, will have a significant impact on the company's working capital requirements. This expansion involves not only the physical infrastructure but also the acquisition of new machinery and testing equipment, which will enhance the production capacity and operational efficiency. However, it is crucial to recognize that this increased capacity will necessitate additional working capital.

- Advance to Suppliers to ensure uninterrupted production
- Increased requirement of Inventory due to higher voltage transfer segment inclusion
- Increase in Trade Receivable due to extended period of credit
- Reduction in trade payables holding level to take the benefit of the favourable product pricing and other cash discounts.

Our Company proposes to utilise up to ₹4,300 Lakhs from the Net IPO Proceeds towards funding its working capital requirements in Financial Year 2024-25. Basis of the Management estimate of Revenue growth, Accounts

Receivable/Accounts Payables/ Inventory Holding period for the FY 2024-25, It is estimated that additional working capital gap requirement will be of ₹6482.07 Lakhs which shall be funded out of internal accrual and IPO proceeds.

The estimated working capital gap is ₹7,348.62 Lakhs and ₹13,122.07 Lakhs as on the end of FY 2023-24 and FY 2024-25 respectively. The Incremental working Capital gap is ₹76.54 Lakhs and ₹6482.07 Lakhs in FY 2023-24 and FY 2024-25 respectively which is mainly due to increased working capital requirement in trade receivable, Increased demand of Inventory, and reduction in trade payables holding level and increased advance to suppliers. Working capital to turnover ratio is 26.61%, 21.55% and 29.16% for the FY 2022-23, 2023-24 and 2024-25 respectively. Management has estimated for the FY 2024-25 that working capital to turnover ratio will be slightly relaxed to accommodate entry into higher voltage transformer segment leading to increased credit to customers therefore the ratio is expected to slip down from 21.55 % to 29.16% from FY 2023-24 to FY 2024-25, however the same is almost nearby to FY 2022-23 ratio.

The reasons for increase in working capital requirement in FY 23 as compared with FY 22

The working capital gap is ₹4794.47 Lakhs and ₹6563.46 Lakhs as on the end of FY 2021-22 and FY 2022-23 respectively. The Incremental working Capital gap is ₹1769.00 Lakhs which is mainly deployed in trade receivable and reduction in trade payables holding level. Working capital to turnover ratio improved from 33.94 % in FY 2021-22 to 26.61% in FY 2022-23.

General Corporate Expenses

Our management, in accordance with the policies of our Board, will deploy ₹[●] Lakhs from Net Proceeds towards the general corporate expenses to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Net Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

Further, our management confirms that –

- any issue related expenses shall not be considered as a part of General Corporate Purpose; and
- the amount deployed towards general corporate expense, as mentioned above in this Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

Offer Related Expenses

The total expenses in relation to the Offer are estimated to be approximately ₹[●] Lakhs. The expenses in relation to the Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Book Running Lead Manager, fees payable to legal counsel, fees payable to the Registrar to the Offer, Banker(s) to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchange.

All charges, fees and expenses associated with and incurred in connection with the Offer will be shared pro-rata between the Company and the Promoter Selling Shareholder in line with Section 28 of the Companies Act, except (i) listing fees, fees payable to the Statutory Auditor for the annual audit of our Company's financial statements in accordance with the provisions of the Companies Act, 2013 and any corporate communication or publicity undertaken by our Company which is not connected to the Offer, each of which shall be borne by our Company; and (ii) fees and expenses in relation to the legal counsel to the Promoter Selling Shareholder which will be borne by the Promoter Selling Shareholder. The Promoter Selling Shareholder shall bear its portion of the expenses in proportion to the number of Equity Shares being offered and sold by the Promoter Selling Shareholder, in the offer for sale in the Offer.

All the above payments shall be made first by the Company. Upon the successful completion of the Offer, the Promoter Selling Shareholder will reimburse the Company in proportion to its portion of the Equity Shares sold in the Offer from the proceeds of the Offer for Sale due and payable to the Promoter Selling Shareholder, for any expenses incurred by our Company on behalf of the Promoter Selling Shareholder.

The break-down of the estimated Offer expenses is disclosed below:

Particulars	Estimated amount ⁽¹⁾ (in ₹ Lakhs)	As a % of total estimated offer expenses ⁽¹⁾	As a % of Offer Size ⁽¹⁾
BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[•]	[•]	[•]
Selling commission/processing fee for SCSBs, Banker(s) to the Offer, Sponsor Bank(s) and fee payable to the Sponsor Bank(s) for Bids made by RIBs ⁽²⁾⁽³⁾⁽⁴⁾	[•]	[•]	[•]
Bidding charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs ⁽⁵⁾	[•]	[•]	[•]
Fees payable to the Registrar to the Offer	[•]	[•]	[•]
Other expenses	[•]	[•]	[•]
• Listing fees, upload fees, NSE processing fees, book building software fees and other regulatory expenses	[•]	[•]	[•]
• Printing and stationery	[•]	[•]	[•]
• Advertising and marketing expenses	[•]	[•]	[•]
• Fee payable to legal counsel	[•]	[•]	[•]
• Fee payable to statutory auditors	[•]	[•]	[•]
• Miscellaneous	[•]	[•]	[•]
Total estimated Offer Expenses	[•]	[•]	[•]

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price. Offer expenses include applicable taxes, where applicable. Offer expenses are estimates and are subject to change.

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Investors, which are directly procured by the SCSBs, would be as follows:

Portion for Retail Individual Bidders	0.01% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.01% of the Amount Allotted* (plus applicable taxes)

Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE

No uploading/processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them.

(3) Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	₹10.00/- per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹10.00/- per valid Bid cum Application Form (plus applicable taxes)

(4) The processing fees for applications made by UPI Bidders using the UPI Mechanism would be as follows:

Sponsor Bank(s)	₹10.00/- per valid Bid cum Application Form*(plus applicable taxes) The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
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*For each valid application

(5) Selling commission on the portion for UPI Bidders using the UPI Mechanism and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.01% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.01% of the Amount Allotted* (plus applicable taxes)

Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by UPI Bidders procured through the UPI Mechanism and Non-Institutional Bidder which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹10.00/- plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

- (6) The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.
- (7) Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹10.00/- plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of NSE. Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for UPI Bidders using the UPI Mechanism and Non-Institutional Bidders which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders	₹10.00/- per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹10.00/- per valid Bid cum Application Form (plus applicable taxes)

* Based on valid applications.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Appraisal by Appraising Fund

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

Bridge Financing Facilities

As on the date of this Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Monitoring Utilization of Funds

As the Issue size is less than ₹10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to the Promoters, members of the Promoter Group, the Directors, the Key Managerial Personnel, Senior Managerial Personnel or the Group Companies. Our Company has not entered into and is not planning to enter into any arrangement/agreements with the Promoter, the Promoter Group, Directors, Key Managerial Personnel, Senior Managerial Personnel and Group Companies in relation to the utilisation of the Net Proceeds. Further, there is no existing or anticipated transactions in relation to utilization of Net Proceeds by our Company with the Promoters, members of the Promoter Group, the Directors, the Key Managerial Personnel or the Group Companies.

BASIS FOR OFFER PRICE

The Price Band and Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10.00/- each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

Bidders should read the following basis with the section titled “*Risk Factors*” and chapters titled “*Restated Financial Statements*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Our Business*” beginning on page 27, 209, 217 and 149 respectively, of this Red Herring Prospectus to get a more informed view before making any investment decisions.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Track record in the industry;
- Long Term relationship with suppliers;
- Strong operational and financial performance
- Long Term relationship with Customers
- Experienced Promoters supported by a strong management and execution team.
- Quality Assurance

For further details regarding some of the qualitative factors, which form the basis for computing the Offer Price, please see chapter titled “*Our Business*” beginning on page 149 of this Red Herring Prospectus.

Quantitative Factors

The information presented in this chapter is derived from company’s Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022. For more details on financial information, please refer the chapter titled “*Restated Financial Statements*” beginning on page 209 of this Red Herring Prospectus.

Pursuant to a resolution passed by our Board on September 01, 2023, and a resolution passed by the Shareholders on September 25, 2023, each equity shares of face value of ₹100.00/- each has been split into 1 Equity Share of face value of ₹10/- each. Accordingly, authorized share capital of our Company was sub-divided from 25,00,000 equity shares of face value of ₹100/- each to 2,50,00,000 Equity Shares of face value of ₹10/- each. For details, see “*Capital Structure*” on page 93 of this Red Herring Prospectus.

Sub-division of shares are retrospectively considered for the computation of EPS (as defined hereinafter) in accordance with AS 20 for all periods presented and for the computation of Net Asset Value per Equity Share for all periods presented. Our Board of Directors pursuant to a resolution dated October 11, 2023, and Shareholders pursuant to a special resolution dated October 12, 2023, have approved the issuance of 1,49,98,000 bonus Equity Shares of face value of ₹10.00/- each in the ratio of five Equity Shares of face value of ₹10.00/- each for everyone existing fully paid-up Equity Share.

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

1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”), as adjusted for changes in capital

Particulars for the Financial Years ended March 31	Basic & Diluted EPS (in ₹)	Weights
2024	₹10.75/-	3
2023	₹7.56/-	2
2022	₹3.18/-	1
Weighted Average	₹8.43/-	

Notes:

Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

- (1) Earnings per Equity Share = Profit for the period/year / Weighted average number of equities shares outstanding during the period/year.
- (2) Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.
- (3) The basic and diluted Earnings per Equity Share for the current period and previous period/year presented have been calculated/restated after considering the share split and bonus issue.
- (4) The face value of each Equity Share is ₹10.00/-.

2. Price Earnings Ratio (“P/E”) in relation to Price Band of ₹[•] to ₹[•] per Equity Share of face value ₹10.00/-

Particulars	(P/E) Ratio at the Floor Price* (no. of times)	P/E) Ratio at the Cap Price (no. of times)
P/E ratio based on the Basic & Diluted EPS, as restated for the Financial Year ended March 31, 2024	[•]	[•]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[•]	[•]

* To be updated at the price band stage.

Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

3. Industry P/E ratio

Particulars	P/E Ratio
Highest	186.40
Lowest	46.90
Industry Composite	67.00

(Source: Capital Market Magazine – Volume XXXIX/13/39SLHGC13 – Industry Electronics Component)

4. Return on Net worth (RoNW)

Particulars for the Financial Years ended March 31	RONW (%)	Weights
2024	30.81%	3
2023	31.29%	2
2022	19.14%	1
Weighted Average	29.03%	

Note: Return on Net Worth (%) = Profit for the period/ year / Net Worth at the end of the period/year.

Net worth means the aggregate value of the paid-up share capital and all reserves created out of profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets including revaluation reserve, capital redemption reserve, write back of depreciation and amalgamation.

* RoNW is calculated as Restated Profit for the year / period divided by Total Equity at the end of the year / period.

**The weighted average is a product of RoNW and the respective assigned weight dividing the resultant by total aggregate weight.

5. Net Asset Value (NAV) of face value of ₹10.00/- each

Particulars for the Financial Years ended March 31	NAV (₹)
2024	₹34.90/-
2023	₹24.15/-
2022	₹16.59/-
Net Asset Value per Equity Share after the Offer at Floor Price	[●]
Net Asset Value per Equity Share after the Offer at Cap Price	[●]
Offer Price*	[●]

Notes:

- (1) Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Number of equities shares outstanding at the end of the period/year.
- (2) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

6. Comparison of accounting ratios with listed industry peers

Name of the Company	Standalone/ Consolidated	Revenue from Operations (₹ in Lakhs)	Face Value	Closing Price as on Friday, August 16, 2024 per equity share	P/E Ratio [^]	Earning per Equity Share		Return on Net- Worth	Net Asset Value per Equity Share
						Basic	Diluted		
Jay Bee Laminations Limited ⁽¹⁾	Standalone	₹30,290.06	₹10.00/-	Not Applicable	[●]	₹10.75/-	₹10.75/-	30.81%	₹34.90/-
Listed Peer									
Vilas Transcore Limited ⁽²⁾	Standalone	₹30,974.77	₹10.00/-	₹463.95/-	36.19	₹12.82/-	₹12.82/-	14.48%	₹65.10/-

Notes:

⁽¹⁾ Financial information of our Company is based on the Restated Financial Statement for the Financial Year ended March 31, 2024.

⁽²⁾ Financial information for listed industry peer is based on the audited financial results for the Financial Year ended March 31, 2024, as submitted to the stock exchange.

^ To be updated post finalization of the Offer Price.

1. P/E ratio has been computed dividing the price per share by Earnings per Equity Share.
2. Earnings per Equity Share = Profit for the period/year / Weighted average number of equities shares outstanding during the period/year.
3. Return on net worth is ratio of Restated Profit/(loss) after tax for the relevant Financial Year to Net Worth as of the last day of the relevant Financial Year.
4. Net asset value per equity share is calculated by dividing Net Worth of the company by the total number of equity shares outstanding as of the last day of relevant Financial Year.

The face value of our Equity Share is ₹10.00/- per share and the Offer Price is of ₹[●] per Equity Share are [●] times of the face value. Investor should read the above-mentioned information along with the section titled “Risk Factors” beginning on page 27 of this Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Statements” beginning on page 209 of this Red Herring Prospectus.

7. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated Friday, August 16, 2024, and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. AY & Company, Chartered Accountants by their certificate dated Friday, August 16, 2024.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 149 and 218 of this Red Herring Prospectus, respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Offer as per the disclosure made in the chapter titled “Objects of the Issue”, on page 111 of this Red Herring Prospectus whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI (ICDR) Regulations.

a) Key Performance Indicators of our Company

Key Financial Performance	For the Financial Years ended March 31		
	2024	2023	2022
Revenue from Operations (₹ Lakhs)	30,290.97	24,666.47	14,125.12
Gross Profit (₹ Lakhs)	5,291.76	3,944.33	2,824.13
Gross Profit Margin (%)	17.47%	15.99%	19.99%
EBITDA (₹ Lakhs)	3,269.60	2,334.56	1,228.61
EBITDA Margin %	10.79%	9.46%	8.70%
PAT (₹ Lakhs)	1,935.27	1,360.00	595.17
PAT Margin %	6.39%	5.51%	4.21%
Net cash from operating activities (₹ Lakhs)	1,576.65	508.72	797.67
Net Worth (₹ Lakhs)	6,281.44	4,346.17	2,986.17

Key Financial Performance	For the Financial Years ended March 31		
	2024	2023	2022
Total Debt (₹ Lakhs)	2,416.15	3,143.25	2,693.08
ROE %	36.42%	37.10%	21.76%
ROCE %	39.23%	34.55%	21.10%

As certified by M/s. A Y & Co., Chartered Accountants through their certificate dated Friday, August 16, 2024.

b) Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. Some of these KPIs are not defined under applicable Accounting Standards and are not presented in accordance with applicable Accounting Standards. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

Explanations for the certain financial data based on Restated Financial Statements

Sr. No.	KPI	Remark/Definition/Assumptions
1	Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
2	Gross Profit	The amount of money a company makes from its sales after subtracting the cost of goods sold (COGS).
3	Gross Profit Margin	A percentage that shows how much of each dollar of sales is gross profit. It is calculated by dividing gross profit by sales revenue and multiplying by 100.
4	EBITDA	EBITDA provides information regarding the operational efficiency of the business
5	EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
6	PAT	Profit after tax provides information regarding the overall profitability of the business
7	PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
8	Net cash from operating activities	The cash a company generates or spends through its core business operations, excluding investments and financing activities.
9	Net Worth	The difference between a company's total assets and total liabilities.
10	Total Debt	The sum of all outstanding borrowings a company has, including loans and bonds.
11	Return on Equity	Return on equity provides how efficiently our Company generates profits from shareholders' funds
12	Return on Capital Employed	Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business

c) Comparison of key performance indicators with listed industry peers

The following table provides a comparison of our KPIs with those of our peers listed on Indian stock exchanges, in accordance with the SEBI (ICDR) Regulations:

Sr. No.	Key Financial Performance	Jay Bee Lamination Limited			Vilas Transcore Limited		
		For the Financial Years ended March 31			For the Financial Years ended March 31		
		2024	2023	2022	2024	2023	2022
1	Revenue from Operations (₹ Lakhs)	30,290.97	24,666.47	14,125.12	30,974.06	28,260.51	23,302.93
2	Gross Profit (₹ Lakhs)	5,291.76	3,944.33	2,824.13	4,921.04	4,552.44	5,204.47

Sr. No.	Key Financial Performance	Jay Bee Lamination Limited			Vilas Transcore Limited		
		For the Financial Years ended March 31			For the Financial Years ended March 31		
		2024	2023	2022	2024	2023	2022
3	Gross Profit Margin (%)	17.47%	15.99%	19.99%	15.89%	16.11%	22.33%
4	EBITDA (₹ Lakhs)	3,269.60	2,334.56	1,228.61	3,459.06	2,851.31	2,546.85
5	EBITDA Margin %	10.79%	9.46%	8.70%	11.02%	10.09%	10.93%
6	PAT (₹ Lakhs)	1,935.27	1,360.00	595.17	2,307.50	2,022.43	1,791.49
7	PAT Margin %	6.39%	5.51%	4.21%	7.45%	7.69%	3.95%
8	Net cash from operating activities	1,576.65	508.72	797.67	491.63	1,319.14	1,290.56
9	Net Worth (₹ Lakhs)	6,281.44	4,346.17	2,986.17	15,935.81	12,045.84	10,023.41
10	Total Debt (₹ Lakhs)	2,416.15	3,143.25	2,693.08	4.78	489.62	346.72
11	ROE %	36.42%	37.10%	21.76%	14.48%	18.33%	19.63%
12	ROCE %	39.23%	34.55%	21.10%	37.04%	22.64%	24.74%

8. Justification for Basis for Offer price

a. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares

There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre- offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

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

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

c. Since there are no such transaction to report to under (a) and (b), the following are the detail basis the last five primary and secondary transactions (secondary transactions where promoters, promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions

Primary Issuances:

Except as disclosed below, there have been no primary transactions in the last three years preceding where the Promoters, Promoter Group, Promoter Selling Shareholder, or shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction, in the last three years preceding the date of this Red Herring Prospectus:

Date of Allotment	No. of Equity Shares allotted (adjusted for split and bonus)	Face Value (₹)	Offer Price (adjusted for split and bonus) (₹)	Nature of Consideration	Nature of Allotment	Total Consideration (₹ in Lakhs)
October 13, 2023	1,49,98,000	10/-	Nil	Other than cash	Bonus Issue	Nil
Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share) *						Nil

- (1) Pursuant to a resolution passed by our Board on September 01, 2023, and a resolution passed by the Shareholders on September 25, 2023, each equity shares of face value of ₹100/- each has been split into 10 Equity Shares of face value of ₹10/- each. Accordingly, authorized share capital of our Company was sub-divided from 25,00,000 equity shares of face value of ₹100/- each to 2,50,00,000 Equity Shares of face value of ₹10/- each.

- (2) *Our Board of Directors pursuant to a resolution dated October 11, 2023, and Shareholders pursuant to a special resolution dated October 12, 2023, have approved the issuance of 1,49,98,000 bonus Equity Shares of face value of ₹10.00/- each in the ratio of five Equity Shares of face value of ₹10.00/- each for everyone existing fully paid-up Equity Share.*

Secondary Transactions:

Name of Shareholder	Date of Transaction	Promoters/ Promoter group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
Mr. Munish Kumar Aggarwal	September 22, 2023	Promoter, Chairman and Whole time Director	-	1,000	Transfer to Ms. Priya Gupta
	September 22, 2023		-	9,000	Transfer to Mr. Karan Motwani
	September 22, 2023		-	100	Transfer to M/s Mudit Aggarwal HUF

d. Weighted average cost of acquisition

Weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph above, are set out below:

Types of transactions	Offer Price ([•])*		
	Weighted average cost of acquisition (₹ per Equity Share) ^	Floor price (i.e. ₹[•]/-)	Cap price (i.e. ₹[•] /-)
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/ employee stock option scheme, and issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Not Applicable	Not Applicable	Not Applicable
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or Promoter Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days*	Not Applicable	Not Applicable	Not Applicable
Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Red Herring Prospectus, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions (secondary transactions where Promoter /Promoter Group entities or Promoter Selling Shareholder or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of the transaction.			
- Based on Primary Transactions	Nil	Not Applicable	Not Applicable
- Based on Secondary Transactions	Nil	Not Applicable	Not Applicable

- e. **Explanation for Cap Price/ Issue Price being x times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022**

Since there were no secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Red Herring Prospectus, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions (secondary transactions where Promoter /Promoter Group entities or Promoter Selling Shareholder or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of the transaction.

- f. **The Offer Price is [●] times of the face value of the equity shares**

The face value of our Equity Share is ₹10.00/- per Equity Share and the Offer Price is of ₹[●] per Equity Share are [●] times of the face value. Our Company and the selling shareholder in consultation with the Book Running Lead Manager believes that the Offer Price of ₹[●] per share for the Public Offer is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "*Risk Factors*" beginning on page 27 of this Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "*Restated Financial Statements*" beginning on page 209 of this Red Herring Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Jay Bee Laminations Limited
26/36, Upper Ground Floor,
East Patel Nagar New Delhi
Patel Nagar East, Central Delhi,
New Delhi, Delhi, India, 110008

Dear Sir,

Subject - Statement of possible tax benefits (“the Statement”) available to Jay Bee Laminations Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Proposed Initial Public Offer of Jay Bee Laminations Limited Equity Shares of face value of ₹10.00/- each (“Equity Shares”) of Jay Bee Laminations Limited (“Issuer”)

We hereby confirm that the enclosed Annexure 1 and 2 (together “the Annexures”), prepared by Jay Bee Laminations Limited (“the Company”), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (“the Act”) as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“GST Act”), as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India (together, the “Tax Laws”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. We do not express any opinion or provide any assurance as to whether:
 - i) the Company or its shareholders will continue to obtain these benefits in future;
 - ii) the conditions prescribed for availing the benefits have been / would be met with; and
 - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
4. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For A Y & Company
Chartered Accountants
FRN: 020829C

CA Arpit Gupta
Partner
Membership No 421544
UDIN: 24421544BKFPJD6204

Place: Noida
Date: August 20, 2024

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

- A. SPECIAL TAX BENEFITS TO THE COMPANY** - The Company is not entitled to any special tax benefits under the Act.
- B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER** - The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the GST Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

- A. SPECIAL TAX BENEFITS TO THE COMPANY** - The Company is not entitled to any special tax benefits under the GST Act.
- B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER** - The Shareholders of the Company are not entitled to any special tax benefits under the GST Act

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.

SECTION VI – ABOUT THE COMPANY

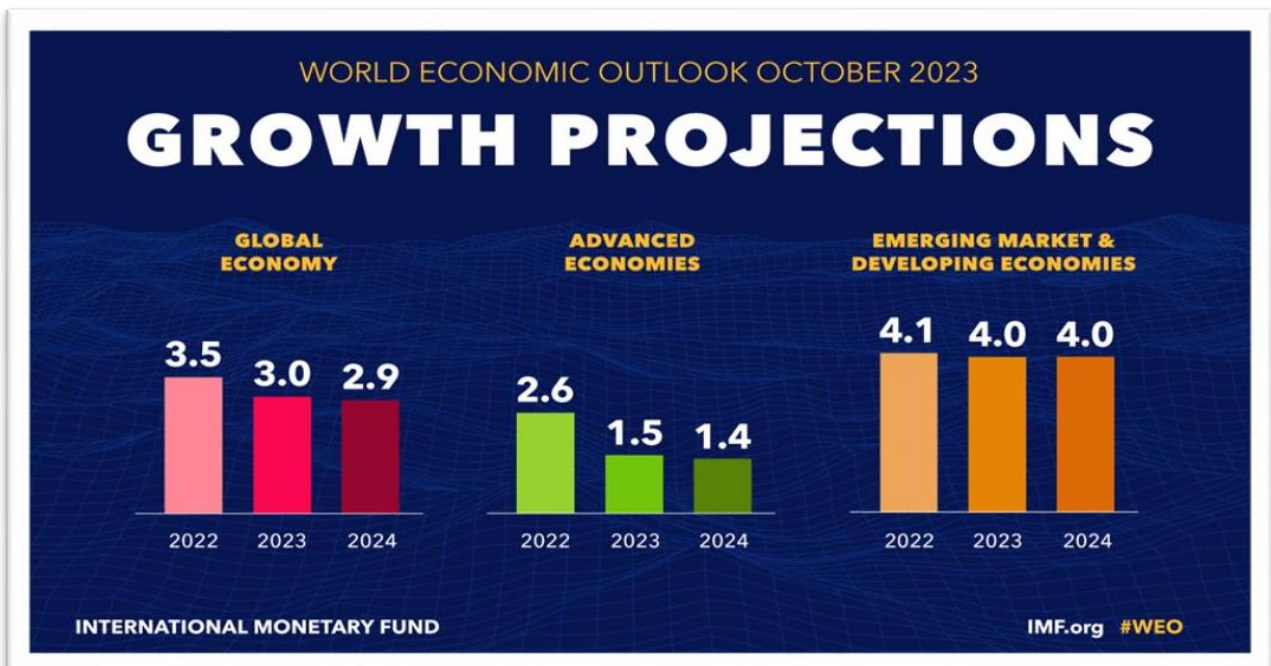
INDUSTRY OVERVIEW

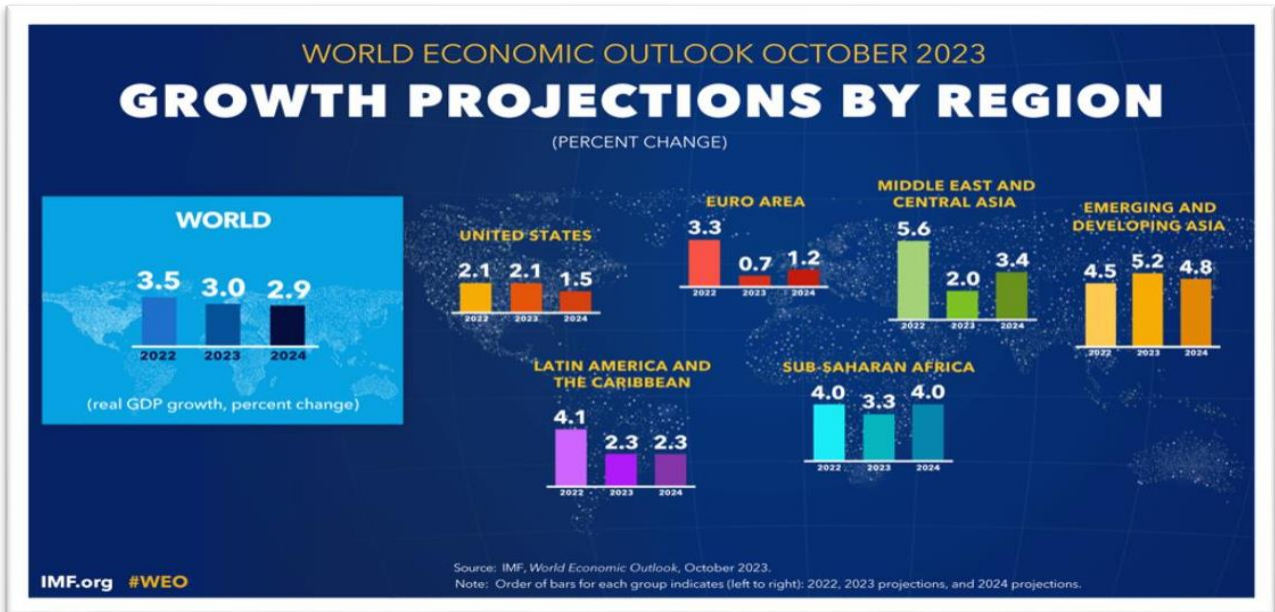
The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Offer has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

Global Economic Overview

The baseline forecast is for global growth to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024, well below the historical (2000–19) average of 3.8 percent. Advanced economies are expected to slow from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024 as policy tightening starts to bite. Emerging market and developing economies are projected to have a modest decline in growth from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024, due to tighter monetary policy aided by lower international commodity prices. Core inflation is generally projected to decline more gradually, and inflation is not expected to return to target until 2025 in most cases.

Monetary policy actions and frameworks are key at the current juncture to keep inflation expectations anchored. It emphasizes the complementary role of monetary policy frameworks, including communication strategies, in helping achieve disinflation at a lower cost to output through managing agents' inflation expectations. Given increasing concerns about geoeconomics fragmentation.

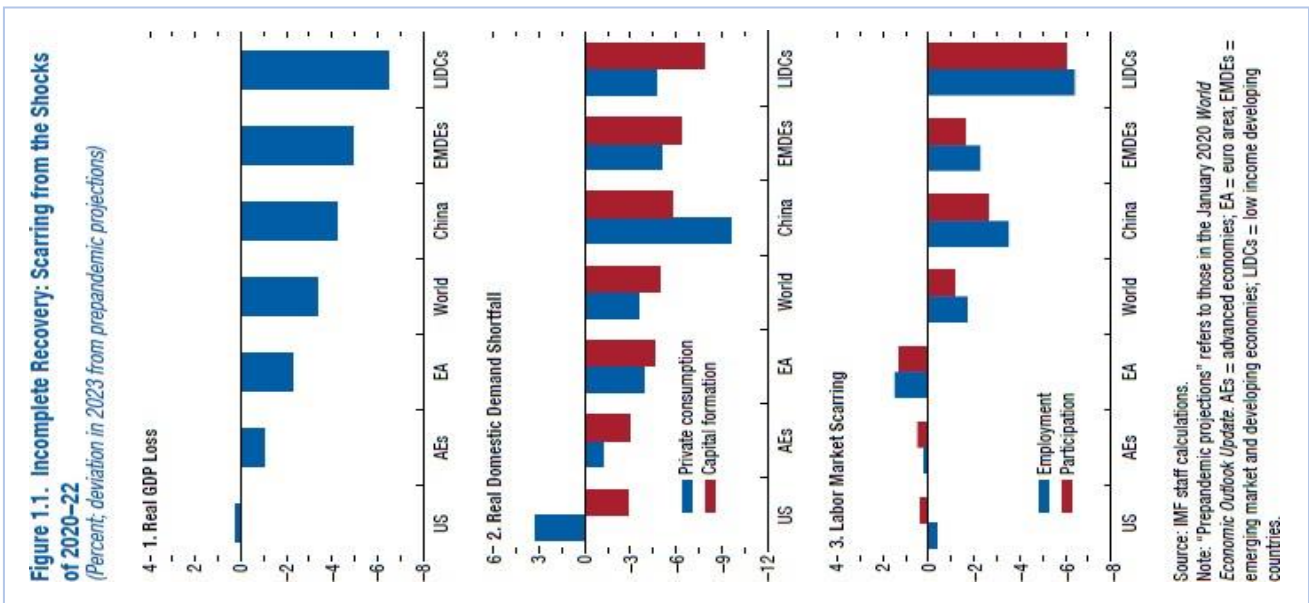




Resilient Global Economy Is Limping Along, with Growing Divergences

The global economy continues to recover slowly from the blows of the pandemic, Russia’s invasion of Ukraine, and the cost-of-living crisis. In retrospect, the resilience has been remarkable. Despite the disruption in energy and food markets caused by the war, and the unprecedented tightening of global monetary conditions to combat decades-high inflation, the global economy has slowed, but not stalled. Yet growth remains slow and uneven, with growing global divergences. The global economy is limping along, not sprinting.

According to the projections, global growth will slow from 3.5 percent in 2022 to 3 percent this year and 2.9 percent next year, a 0.1 percentage point downgrade for 2024 from our July projections. This remains well below the historical average. Headline inflation continues to decelerate, from 9.2 percent in 2022, on a year-over-year basis, to 5.9 percent this year and 4.8 percent in 2024. Core inflation, excluding food and energy prices, is also projected to decline, albeit more gradually than headline inflation, to 4.5 percent in 2024.

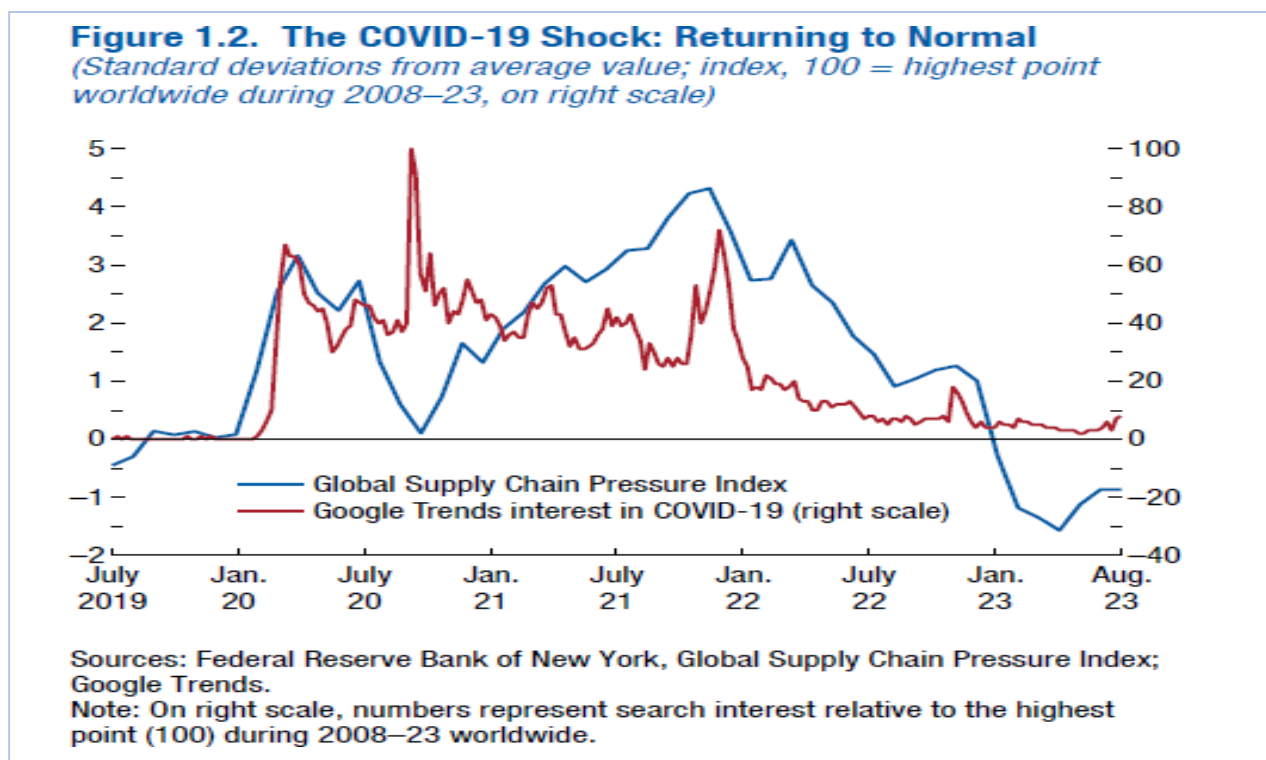


As a result, projections are increasingly consistent with a “soft landing” scenario, bringing inflation down without a major downturn in activity, especially in the United States, where the forecast increase in unemployment is very modest, from 3.6 to 3.9 percent by 2025.

Growing Global Divergences

After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia’s war in Ukraine, and increasing geoeconomics fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events. Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre pandemic (January 2020) projections, especially in emerging market and developing economies (Figure 1.1, panel 1).

The strongest recovery among major economies has been in the United States, where GDP in 2023 is estimated to exceed its pre pandemic path. The euro area has recovered, though less strongly—with output still 2.2 percent below pre pandemic projections, reflecting greater exposure to the war in Ukraine and the associated adverse terms-of-trade shock, as well as a spike in imported energy prices. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with pre pandemic predictions. Other emerging market and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent. Higher interest rates and depreciated currencies have exacerbated the difficulties of low-income countries, placing more than half either at high risk of distress or already in distress. Overall, global output for 2023 is estimated at 3.4 percent (or about \$ 3.6 trillion in 2023 prices) below pre pandemic projections. Private consumption has also recovered faster in advanced economies than in emerging market and developing economies, owing to an earlier reopening in the former group facilitated by greater availability of effective vaccines, stronger safety nets, more ample policy stimulus, and greater feasibility of remote work. These factors supported livelihoods during the pandemic, and household consumption is now broadly back to pre-pandemic trends. Among advanced economies, private consumption has been stronger in the United States than in the euro area, with households receiving larger fiscal transfers early in the pandemic and spending the associated savings more quickly; being better insulated from the rise in energy prices resulting from the war in Ukraine; and feeling relatively confident amid historically tight US labor markets, which have supported real disposable incomes (Figure 1.1, panel 2). Among emerging market and developing economies, the consumption shortfall is particularly large in China, reflecting tight restrictions on mobility during the COVID-19 crisis.



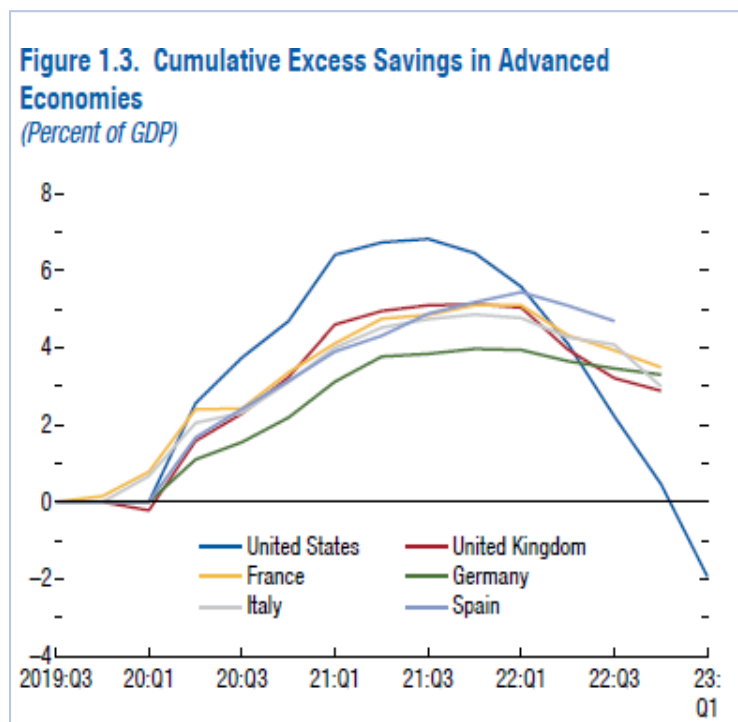
Investment, on the other hand, has uniformly fallen short of pre pandemic trends across regions. Businesses have shown less enthusiasm for expansion and risk taking amid rising interest rates, withdrawal of fiscal support, dimmer prospects for product demand, stricter lending conditions, and growing uncertainties 75 million to 95 million more people were living in extreme poverty in 2022 compared with pracademic estimates. Spikes in food prices and related insecurities following

Russia’s invasion of Ukraine, as well as bouts of extreme weather, have accentuated these difficulties. The global average temperature in July 2023 was the highest on record for any month, amid reports of catastrophic flooding, heat waves, and wildfires in many regions. Overall, the global prevalence of undernourishment is significantly higher than before the pandemic (FAO and others 2023).

Resilient Start to 2023, Signs of Slowdown

Despite these persistent challenges, several headwinds to global growth subsided earlier this year. The World Health Organization announced in May that it no longer considered COVID-19 a global health emergency, and infections and hospitalizations appear to remain relatively limited, despite a recent uptick in some regions. Supply chains, which the pandemic disrupted, have largely normalized, with shipping costs and suppliers’ delivery times back to pre-pandemic levels. And global financial conditions eased after Swiss and US authorities took strong action in March to contain turbulence in their banking sectors.

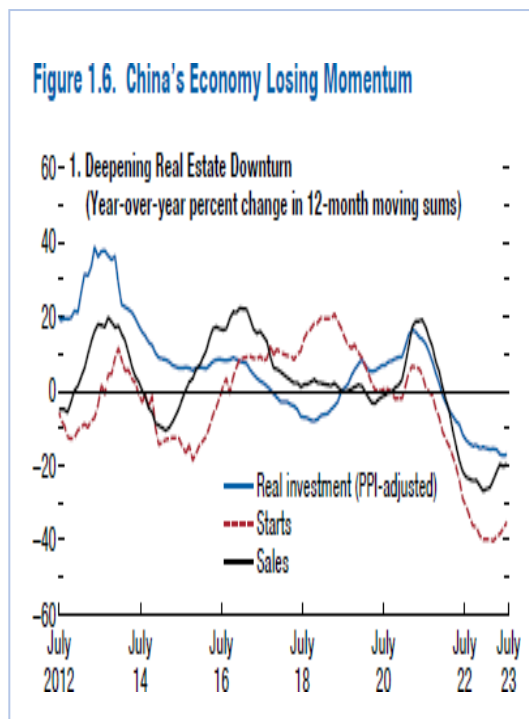
Amid these conditions, global GDP expanded by 3.4 percent in the second quarter of 2023 compared with a year earlier outperforming forecasts, including those in the April 2023 WEO. The resilience reflected strong consumption amid tight



labor markets in the United States and robust activity in economies with large travel and tourism sectors, such as Italy, Mexico, and Spain. These developments offset a slowdown in more interest-rate-sensitive manufacturing sectors.

China: Slower Growth

China’s growth momentum is fading following a COVID-19 reopening surge in early 2023. Growth slowed from 8.9 percent in the first quarter of 2023 (seasonally adjusted annualized quarterly rate) to 4.0 percent in the second quarter. With ample economic slack and declining energy and food prices, inflation fell to an estimated 0.2 percent (year over year) in the second quarter of 2023. Country Garden China’s largest property developer and a major beneficiary of government support—is facing severe liquidity stress, a sign that real estate distress is spreading to stronger developers, despite policy easing measures. Meanwhile, real estate investment and housing prices continue to decline, putting pressure on local governments’ revenues from land sales and threatening already fragile public finances. Commodity exporters and countries that are part of the Asian industrial supply chain are the most exposed to China’s loss of momentum.



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023>)

Indian Economy Overview

Introduction

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices in the second quarter of 2022–23 is estimated at US\$ 1.94 trillion (Rs. 160.06 trillion), showing a growth of 7.2% as compared to the First Revised Estimates of GDP for the year 2021-22 of US\$ 1.81 trillion (Rs. 149.26 trillion), indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. In FY22, India's service exports stood at US\$ 254.4 billion. Furthermore, India's overall exports (services and merchandise) was estimated at US\$ 770.18 billion in FY23. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

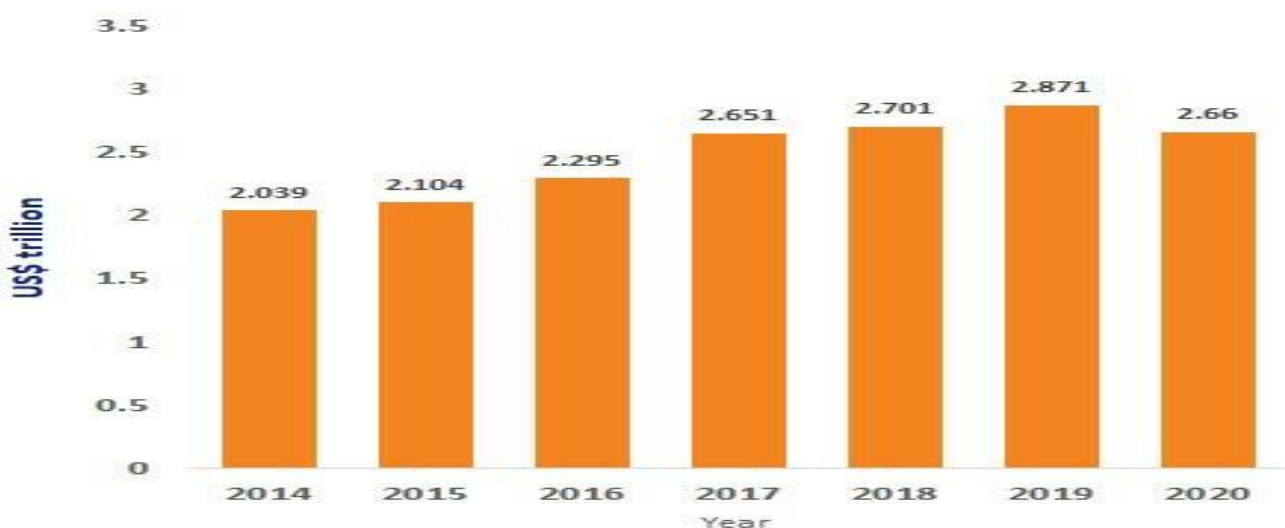
Market Size

India's nominal gross domestic product (GDP) at current prices is estimated to be at US\$ 3.31 trillion (Rs. 272.41 trillion) in FY22. Additionally, the Nominal GDP at current prices in Q3 of 2022-23 was US\$ 874.84 billion (Rs. 71.82 trillion), as against US\$ 792.3 billion (Rs. 65.05 trillion) in 2021-22, estimating a growth of 10.4%. With 115 unicorns valued at more than US\$ 350 billion, as of February 2023, India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at US\$ 1.3 billion, 0.2% of GDP in the fourth quarter of FY23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

India's Gross Domestic Production



Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritize lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- As of January 6, 2023, India's foreign exchange reserves stood at US\$ 561,583 million.
- 1,261 deals were recorded of more than US\$ 46 billion of Private Equity (PE) – Venture Capitalist (VC) investments in 2022. 111 mega transactions (rounds of US\$ 100 million or more) totaling US\$ 31 billion were completed in 2022.
- Merchandise exports in March 2023 stood at US\$ 38.38 billion, with total merchandise export of US\$ 447.46 billion during the period of April-March 2023. The overall exports (merchandise and service exports) in 2022-23 was estimated at US\$ 770.18, exhibiting a positive growth of 13.84%.

- India ranks 3rd position in the global number of scientific publications further improving India's Global Innovation Index (GII) rank from 81st in 2014 to 40th in 2022.
- PMI Services remained comfortably in the expansionary zone at 57.8 in the month of June 2023.
- In June 2023, the gross Goods and Services Tax (GST) revenue collection stood at US\$ 19.63 billion (Rs.1,61,497 crore), of which CGST is US\$ 3.77 billion (Rs. 31,013 crore), SGST is US\$ 4.65 billion (Rs. 38,292 crore), IGST is US\$ 9.76 billion (Rs. 80,292 crore).
- Between April 2000 – March 2023, cumulative FDI equity inflows to India stood at US\$ 9919.63 billion.
- In May 2023, the overall IIP (Index of Industrial Production) stood at 145. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 128.1, 142.3 and 201.6, respectively, in May 2023.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 4.81% in June 2023.
- In FY23, the Foreign Portfolio Investment (FPI) outflows stood at US\$ 14.81 billion (Rs. 1.21 trillion). As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 22,000 crore (US\$ 2.67 billion) in India during the first week of July 2023.
- The wheat procurement during RMS 2022-23 was estimated to be 262 lakh metric tonnes and the rice procured in KMS 2022-23 was 624.18 lakh metric tonnes (518 LMT for Kharif crop and 106.18 LMT for Rabi crop). Moreover, in the budget 2022-23, direct payment of (Maximum Selling Price) MSP was launched that estimated to be US\$ 31.74 billion (Rs. 2.37 trillion) in order to boost farmers' income.

Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Atma Nirbhar Bharat' and 'Local goes Global'.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of US\$ 182.35 million (Rs. 1,500 crore).
- Prime Minister Mr. Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from 1st January 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on 29th December 2022 by the Ministry of Railways.
- On 7th October 2022, the Department for Promotion of Industry, and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-

specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.

- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of US\$ 242.72 million (Rs. 2,000 crore) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on 14 June 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on 11 July 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on 30 June 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from 1st April 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to

increase by 27% at US\$ 142.93 billion (Rs. 10.68 trillion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).

- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan- 3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.

- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL)
- will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead

In the second quarter of FY23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favor of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In June 2023 (Provisional), CPI-C inflation was 4.81%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity

prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

Global Manufacturing Industry

Manufacturing is the use of labor, goods, and machines to produce goods for use or for sale. Manufacturing sector covers work performed in electronics industry, mechanical industry, energy industries, food and beverage industries, plastic industry, metalworking industries, transport, and telecommunications industries, chemical or physical transformation of materials, substances, or components into new products. The process of assembling of components or parts of manufactured products also falls into the bracket of manufacturing unless the activity is appropriately put into construction. Construction on the other hand primarily covers works encompassing construction of buildings or assembling of infrastructure (for e.g. highways and utility systems). All those companies performing work in the preparation of sites for new construction and those involved in subdividing land for sale as building sites also are included in construction.

Manufacturing uses raw materials that are products of agriculture, bakery, fishing, forestry, mining, and other products of manufacturing operations. Plants, factories, or mills that use power-driven machines and materials-handling equipment, transform the raw materials into new finished products and components requiring further manufacturing. On the other hand, construction market includes new work, maintenance or repairs. Production responsibilities are specified contractually with constructions owners (prime contractors) or contracts with subcontractors.

Manufacturing industries are the chief wealth generating sectors of any economy. These industries adopt various technologies and methods widely known as manufacturing process management. Manufacturing industries are important for an economy as they employ a huge share of the labor force and produce materials required by sectors of strategic importance such as national infrastructure and defense. Some of the industries we cover under manufacturing are aerospace, agriculture, defense, environmental services like air purification, glass, lighting, paper and forest products, machinery, metals (like aluminum, copper, exotic metals, iron and steel, non-ferrous metals, and precious metals), mining, minerals, packaging, and textiles.

The world manufacturing industries in a capitalist economy indulge in mass production and make them available as earning profits. Manufacturing in collectivist economy is guided by a state-run agency for making available the manufactured goods depending on the requirement. Manufacturing industry in a modern economy operates under regulations framed by the Government.

The manufacturing industry accounts for a significant share of the industrial sector in developed countries. The final products can either serves as a finished good for sale to customers or as intermediate goods used in the production process. Manufacturing industries are essential for an economy as they employ a huge share of the labor force and produce materials required by sectors of strategic importance such as national infrastructure and defense. However, not all manufacturing industries are beneficial to the nation as some of them generate negative externalities with huge social costs. The cost of letting such industries flourish may even exceed the benefits generated by them.

According to some economists, manufacturing industry is a wealth-producing sector of an economy, whereas a service sector tends to be wealth-consuming. With the current euro zone deepening, U.S. factory output grows, bucking global trend, UK factories sluggish, political glitches from China the manufacturing outcome on account of dependency of the above countries has ever since seen to be declining.

Against the trend, manufacturing activity in the U.K. and the U.S. picked up speed, but slumps in factory output in Europe and Asia raised questions about the sustainability of the rebound, given a forward-looking measure of demand in the U.S. data still pointed to contraction. Global GDP is expected to grow 3.2 percent in 2011 before edging up to 3.6 percent in 2012.

Although solid growth led by developing-countries is the most likely outcome going forward, high food prices, possible additional oil-price spikes, and lingering post-crisis difficulties in high-income countries pose downside risks.

An escalating debt crisis in the Eurozone, combined with stagnating U.S. economic growth, now constitutes a clear and present danger to the world economic rebound. Slow U.S. domestic demand and weak global growth are expected to take their toll on U.S. export and import demand. Annual U.S. export growth is predicted to slow from 11.3 percent during 2010 to 8.1 percent during 2011 and then further to 7.7 percent in 2012. The slowdown in U.S. import growth is anticipated to be even more pronounced, dropping from 12.5 percent in 2010 to 5.1 percent in 2011 and to 3.1 percent in 2012.

(Source: <https://www.marketresearchreports.com/industry-manufacturing>)

Indian Manufacturing Industry

Introduction

Manufacturing is emerging as an integral pillar in the country's economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The Indian manufacturing industry generated 16-17% of India's GDP pre-pandemic and is projected to be one of the fastest growing sectors.

The machine tool industry was literally the nuts and bolts of the manufacturing industry in India. Today, technology has stimulated innovation with digital transformation a key aspect in gaining an edge in this highly competitive market.

Technology has today encouraged creativity, with digital transformation being a critical element in gaining an advantage in this increasingly competitive industry. The Indian manufacturing sector is steadily moving toward more automated and process-driven manufacturing, which is projected to improve efficiency and enhance productivity.

India has the capacity to export goods worth US\$ 1 trillion by 2030 and is on the road to becoming a major global manufacturing hub.

With 17% of the nation's GDP and over 27.3 million workers, the manufacturing sector plays a significant role in the Indian economy. Through the implementation of different programmes and policies, the Indian government hopes to have 25% of the economy's output come from manufacturing by 2025.

India now has the physical and digital infrastructure to raise the share of the manufacturing sector in the economy and make a realistic bid to be an important player in global supply chains.

A globally competitive manufacturing sector is India's greatest potential to drive economic growth and job creation this decade. Due to factors like power growth, long-term employment prospects, and skill routes for millions of people, India has a significant potential to engage in international markets. Several factors contribute to their potential. First off, these value chains are well positioned to benefit from India's advantages in terms of raw materials, industrial expertise, and entrepreneurship.

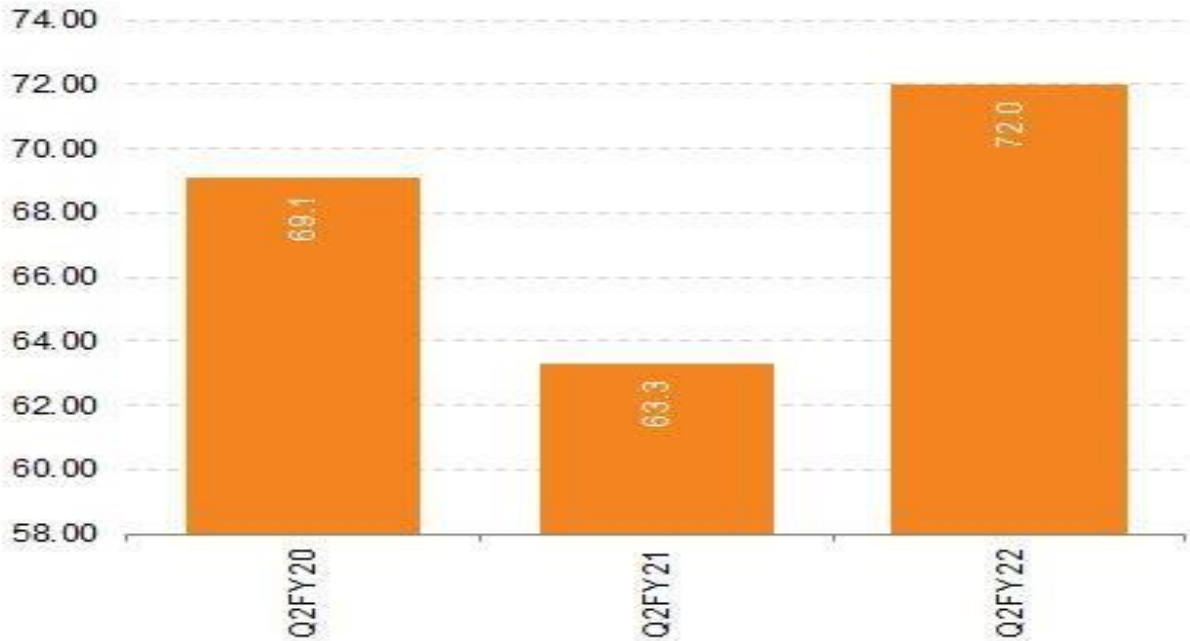
Second, they can take advantage of four market opportunities: expanding exports, localizing imports, internal demand, and contract manufacturing. With digital transformation being a crucial component in achieving an advantage in this fiercely competitive industry, technology has today sparked creativity. Manufacturing sector in India is gradually shifting to a more automated and process driven manufacturing which is expected to increase the efficiency and boost production of the manufacturing industry.

India is gradually progressing on the road to Industry 4.0 through the Government of India's initiatives like the National Manufacturing Policy which aims to increase the share of manufacturing in GDP to 25 percent by 2025 and the PLI scheme for manufacturing which was launched in 2022 to develop the core manufacturing sector at par with global manufacturing standards.

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr. Narendra Modi, launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. Government aims to create 100 million new jobs in the sector by 2022.

Market Size

Capacity Utilisation in Manufacturing Sector (in %)



Manufacturing exports have registered highest ever annual exports of US\$ 447.46 billion with 6.03% growth during FY23 surpassing the previous year (FY22) record exports of US\$ 422 billion. By 2030, Indian middle class is expected to have the second-largest share in global consumption at 17%.

India's gross domestic product (GDP) at current prices stood at Rs. 51.23 lakh crore (US\$ 694.93 billion) in the first quarter of FY22, as per the provisional estimates of gross domestic product for the first quarter of 2021-22. The manufacturing GVA at current prices was estimated at US\$ 77.47 billion in the third quarter of FY22 and has contributed around 16.3% to the nominal GVA of during the past ten years. India has potential to become a global manufacturing hub and by 2030, it can add more than US\$ 500 billion annually to the global economy. As per the economic survey reports, estimated employment in manufacturing sector in India was 5.7 crore in 2017-18, 6.12 crore in 2018-19 which was further increased to 6.24 crore in 2019-20. India's display panel market is estimated to grow from ~US\$ 7 billion in 2021 to US\$ 15 billion in 2025. As per the survey conducted by the Federation of Indian Chambers of Commerce and Industry (FICCI), capacity utilization in India's manufacturing sector stood at 72.0% in the second quarter of FY22, indicating significant recovery in the sector.

Investment

Some of the major investments and developments in this sector in the recent past are:

- According to Department for Promotion of Industry and Internal Trade (DPIIT), India received a total foreign direct investment (FDI) inflow of US\$ 58.77 billion in FY22.
- Between April 2000-September 2022:
- The automobile sector received FDI inflows of US\$ 33,774 million.
- The chemical manufacturing sector (excluding fertilizers) received FDI inflows worth US\$ 20,759 million.
- The drug and pharmaceutical manufacturing sector received FDI inflows worth US\$ 20,104 million.
- The Food Processing Industries received FDI inflows worth US\$ 11,514 million.

- The combined index of eight core industries stood at 144.6 for Apr-Feb 2023 against 134.1 for Apr-Feb 2022.
- The Index of Industrial (Production IIP) from April-February 2023 stood at 137.1.
- In FY23, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 55.6.
- In FY23 (until September 2022), export of top 10 major commodities (Engineering goods, Petroleum products, Gems and Jewellery, Organic and Inorganic chemicals, Drugs and Pharmaceuticals, Electronic goods, RMG of all Textiles, Cotton Yarn/Fabs./Madeups, Rice, Plastic and Linoleum) stood at US\$ 187.2 billion.
- In FY23 (until February 2023), EPFO added 131 lakh net subscribers. The Employees' Provident Fund Organisation (EPFO) added 1,396,185 in February 2023.
- In October 2021, information technology major Zoho, announced that it will invest Rs. 50–100 crore (US\$ 6.7-13.4 million) and form a new company, that will focus on research and development (R&D) in the manufacturing sector.
- In August 2021, Wistron Corp. collaborated with India's Optiemus Electronics to manufacture products such as laptops and smartphones, giving a major boost to the 'Make in India' initiative and electronics manufacturing in the country.
- In April 2021, Samsung started manufacturing mobile display panels at its Noida plant and plans to ramp up manufacturing IT display panels soon.
- Samsung Display Noida, which has invested Rs. 4,825 crore (US\$ 650.42 million) to move its mobile and IT display manufacturing plant from China to Uttar Pradesh, has received special incentives from the state government.
- In April 2021, Bharti Enterprises Ltd., and Dixon Technologies (India) Ltd., formed a joint venture to take advantage of the government's PLI scheme for the manufacturing of telecom and networking products.
- The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:
 - In the Union Budget 2023-24:
 - Startups incorporated within a time-period and meeting other conditions can deduct up to 100% of their profits; the end of this period has been extended from March 31, 2023, to March 31, 2024. In addition, the period within which losses of startups may be carried forward has been extended from seven to ten years.
 - As per the Union Budget 2023 – 23, the income tax rate for new co-operative societies engaged in manufacturing activities has been lowered from 22% to 15% (plus 10% surcharge).
 - The upper limit on turnover for MSMEs to be eligible for presumptive taxation has been raised from Rs. 2 crore (US\$ 2,43,044) to Rs. 3 crore (US\$ 3,64,528). The upper limit on gross receipts for professionals eligible for presumptive taxation has been raised from Rs. 50 lakh (US\$ 60,754) to Rs. 75 lakh (US\$ 91,132).
 - Expenditure on fertilizer subsidy is estimated at Rs. 1,75,100 crore (US\$ 21.2 billion) in 2023-24. This is a decrease of Rs. 50,120 crore (US\$ 6.09 billion) (22.3%) from the revised estimate of 2022-23. Fertilizer subsidy for 2022-23 was increased substantially in response to a sharp increase in international prices of raw materials used in the manufacturing of fertilizers.
 - The Centre will facilitate one crore farmers to adopt natural farming. For this, 10,000 Bio-Input Resource Centers will be set-up, creating a national-level distributed micro-fertilizer and pesticide manufacturing network.
 - To avoid cascading of taxes on blended compressed natural gas, excise duty on GST-paid compressed biogas contained in it has been exempted from excise duty. Customs duty exemption has been extended to import of capital goods and machinery required for manufacture of lithium-ion cells for batteries used in electric vehicles.
 - To further deepen domestic value addition in manufacture of mobile phones, the finance minister announced relief in customs duty on import of certain parts and inputs like camera lens. The concessional duty on lithium-ion cells for batteries will continue for another year. Basic customs duty on parts of open cells of TV panels has been reduced to 2.5%. The

Budget also proposes changes in the basic customs duty to rectify inversion of duty structure and encourage manufacturing of electrical kitchen chimneys.

- Basic customs duty on seeds used in the manufacture of Lab Grown Diamonds has also been reduced.
- Ministry of Defence has set a target of achieving a turnover of US\$ 25 million in aerospace and defense Manufacturing by 2025, which includes US\$ 5 billion exports. Till October 2022, a total of 595 Industrial Licences have been issued to 366 companies operating in Defence Sector.
- A new category of capital procurement ‘Buy {Indian-IDDM (Indigenously Designed, Developed and Manufactured)}’ has been introduced in Defence Procurement Procedure (DPP)-2016.
- By 2030, the Indian government expects the electronics manufacturing sector to be worth US\$ 300 billion.
- Initiatives like Make in India, Digital India and Startup India have given the much needed thrust to the Electronics System Design and Manufacturing (ESDM) sector in India.
- Moreover, the government’s endeavors such as Modified Special Incentive Scheme (M-SIPS), Electronics Manufacturing Clusters, Electronics Development Fund and National Policy on Electronics 2019 (NPE 2019) have been a huge success.
- The Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECES) has been notified with an aim to strengthen the value chain for the manufacturing of electronic products in India.
- In the Union Budget 2022-23:
- Ministry of Defence has been allocated Rs. 525,166 crore (US\$ 67.66 billion)
- The government allocated Rs. 2,403 crore (US\$ 315 million) for Promotion of Electronics and IT Hardware Manufacturing.
- The PLI for semiconductor manufacturing is set at Rs. 760 billion (US\$ 9.71 billion), with the goal of making India one of the world's major producers of this crucial component.
- The government approved a PLI scheme for 16 plants for key starting materials (KSMS)/drug intermediates and active pharmaceutical ingredients (APIs). The establishment of these 16 plants would result in a total investment of Rs. 348.70 crore (US\$ 47.01 million) and generation of ~3,042 jobs. The commercial development of these plants is expected to begin by April 2023.
- In September 2022, the National Logistics Policy was launched by Prime Minister Mr. Narendra Modi which ensures quick last mile delivery, end transport-related challenges.
- In November 2021, the Experts' Advisory Committee (EAC) of the Department for Promotion of Industry and Internal Trade approved Rs. 3 crore (US\$ 403,293.54) for the Atal Incubation Centre (AIC), Pondicherry Engineering College Foundation (PECF), under the Start-up India Seed Fund scheme.
- In September 2021, Prime Minister Mr. Narendra Modi approved the production-linked incentive (PLI) scheme in the textiles sector—for man-made fiber (MMF) apparel, MMF fabrics and 10 segments/products of technical textiles—at an estimated outlay of Rs. 10,683 crore (US\$ 1.45 billion).
- India outlines a plan in August 2021 to reach its goal of US\$ 1 trillion in manufactured goods exports.
- In July 2021, the government launched six technology innovation platforms to develop technologies and thereby, boost the manufacturing sector in India to compete globally.
- To propagate Make in India, in July 2021, the Defence Ministry issued a tender of Rs. 50,000 crore (US\$ 6.7 billion) for building six conventional submarines under Project-75 India.

- In May 2021, the government approved a PLI scheme worth Rs. 18,000 crore (US\$ 2.47 billion) for production of advanced chemical cell (ACC) batteries; this is expected to attract investments worth Rs. 45,000 crore (US\$ 6.18 billion) in the country, and further boost capacity in core component technology and make India a clean energy global hub.
- In India, the market for grain-oriented electrical steel sheet manufacturing is witnessing high demand from power transformer producers, due to the rising demand for electric power and increasing adoption of renewable energy in the country.
- The Mega Investment Textiles Parks (MITRA) scheme to build world-class infrastructure will enable global industry champions to be created, benefiting from economies of scale and agglomeration. Seven Textile Parks will be established over three years.
- The government proposed to make significant investments in the construction of modern fishing harbors and fish landing centers, covering five major fishing harbors in Kochi, Chennai, Visakhapatnam, Paradip, and Petuaghat, along with a multipurpose Seaweed Park in Tamil Nadu. These initiatives are expected to improve exports from the textiles and marine sectors.
- The 'Operation Green' scheme of the Ministry of the Food Processing Industry, which was limited to onions, potatoes, and tomatoes, has been expanded to 22 perishable products to encourage exports from the agricultural sector. This will facilitate infrastructure projects for horticulture products.

Road Ahead

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury, and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country. The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US\$ 2.5 trillion along with a population of 1.32 billion people, which will be a big draw for investors. The Indian Cellular and Electronics Association (ICEA) predicts that India has the potential to scale up its cumulative laptop and tablet manufacturing capacity to US\$ 100 billion by 2025 through policy interventions. One of the initiatives by the Government of India's Ministry for Heavy Industries & Public Enterprises is SAMARTH Udyog Bharat 4.0, or SAMARTH Advanced Manufacturing and Rapid Transformation Hubs. This is expected to increase competitiveness of the manufacturing sector in the capital goods market. With impetus on developing industrial corridors and smart cities, the Government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring, and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

(Source: <https://www.ibef.org/industry/manufacturing-sector-india>)

Global Power And Distribution Industry

Introduction

Discoms are increasing efforts to maintain reliable networks to power home offices, home schooling, and are timely charging power distribution devices to ensure connectivity among individuals during the ongoing COVID-19 pandemic. Digital control panels are easily programmable and help to implement complex control techniques. However, there is a need of training in order to operate digital control panels. Hence, companies in the power distribution component market should ramp-up their services, offer training to field professionals, and increase awareness about advantages such as prevention of signal loss during analog to digital conversion. Intelligent power distribution techniques help to deliver smart circuit protection of panelboards and switchboards.

Overview

According to Transparency Market Research's latest research report on the global power distribution component market for the historical period 2019 and the forecast period 2020–2030, usage of power distribution components in residential and commercial sectors and surge in construction & infrastructural activities are expected to boost the global power distribution component market during the forecast period.

In terms of revenue, the global power distribution component market is expected to reach the value of US\$ 15.3 Bn by 2030, expanding at a CAGR of 6% during the forecast period. Based on application, the commercial segment dominated the global power distribution component market in 2019. Increase in investments in commercial buildings, primarily in developing economies, is anticipated to propel the commercial segment of the global power distribution component market in the near future.

Increase in Access to Electricity

Global electrification rates reached 89.95% in 2019; however, around 770 million people are still without access to electricity. The progress amounts to an average annual electrification rate of 0.8%, and newly gained access for more than 920 million people since 2010. The electrification trend began to accelerate in 2015. An additional 153 million people received electricity at an annual rate of more than 1% yearly between 2015 and 2017.

Key strategies for increasing access to electricity include data-based decision-making and advanced policy-planning frameworks, private sector financing, and efforts to extend rural electrification and cope with urban densification. Various strategies adopted to increase the access to electricity are boosting the demand for power distribution component, as power distribution component divides an electrical power feed into subsidiary circuits, while providing a protective fuse or circuit breaker for each circuit in a common enclosure.

Rise in Applications of Power Distribution Component in Residential & Commercial Sectors

- Power distribution components play a pivotal role in commercial, residential, and industrial sectors, as they are used to distribute electricity in residential and commercial establishments
- The global construction industry expanded by 3% in 2019, after 3.5% in 2018 and 2.7% in 2017. Thus, growth in construction and infrastructure activities is likely to boost the demand for power distribution components over the next few years.
- Many countries across the globe are facing high costs associated with disruptions and Customer Minutes Lost (CML). The level of investment needed to maintain and upgrade the electricity network is also high. Energy distribution and generating facilities need to work in accordance with 'future proof' networks, as more coal plants are decommissioned. Renewable and nuclear power are likely to continue to play a bigger role in power generation in the near future. There is also a growing need for new technologies and fuel choices to be integrated into the grid (such as smart grid) in the future.
- Demand for smart power distribution components is directly linked with the adoption of the smart grid technology, as implementation of smart grid technologies require the integration of energy efficient solutions such as smart panels that can distribute electricity effectively. Thus, adoption of smart grids is estimated to create opportunities for the global power distribution component market.

Key Developments

- Key providers of power distribution components, such as ABB Ltd., Siemens, Eaton, and Mitsubishi Electric Corporation are focusing on designing of smart and cost-effective power distribution components to attract more customers. Major developments in the global power distribution component market are highlighted below:
- In November 2018, ABB Ltd. launched the world's first dry-type (oil free) digital transformer, the ABB Ability TXpert Dry, and another innovative product called TXpand at its ABB Customer World (ACW) event in Xiamen, China
- In April 2019, Siemens launched Sensgear and Sensformer. These new digital switchgears are part of the digitally connected transformer portfolio of the company. Gas-insulated switchgear, circuit breakers, surge arresters, disconnectors, instrument transformers, and coil products would be equipped with the Sensgear technology.
- In June 2020, Eaton announced its agreement to purchase a new facility in Hodges, South Carolina, thus establishing a new home for its busway product line currently spanning three facilities across Greenwood County. The investment in the new facility is expected to consolidate operations to one location to support accelerated growth of the comprehensive portfolio of power distribution and control equipment solutions used in hospitals, data centers, factories, and commercial, residential, and industrial facilities.

- In October 2019, Mitsubishi Electric Corporation started construction of a new plant in Gujarat, India. The new plant is likely to enable the company to expand its output of products such as motor-control units for electric power steering, exhaust gas recirculation valves, and giant magnet-resistance sensors.
- In the global power distribution component market report, we have discussed individual strategies, followed by company profiles of providers of hall-effect sensor systems. The 'Competition Landscape' section has been included in the global power distribution component market report to provide readers with a dashboard view and company market share analysis of key players operating in the power distribution component market.

(Source: <https://www.transparencymarketresearch.com/global-power-distribution-component-market.html>)

Indian Power And Distribution Industry

Electricity distribution companies (DISCOMs) are the backbone of the country's power sector. Their poor financial health can have a ripple effect on the efficient functioning of the electricity generation and transmission sector. For India's growth momentum to stay intact, the efficient functioning of all three is crucial.

India is on a path of strong economic growth. According to International Monetary Fund (IMF) estimates, its gross domestic product (GDP) could grow by 6.3% in the fiscal year (FY) 2025. The Central Electricity Authority's (CEA) Optimal Generation Mix report for 2029-30 projects a peak electricity demand of 334.8 gigawatts (GW) and electrical energy requirement of 2,279.7 billion units (BU) for 2029-30. To meet this demand, India needs to add 777.1GW of capacity, including 251.7GW of coal and lignite, 292.7GW of solar photovoltaic, 99.9GW of wind and 53.8GW of hydro.

Given the uncertainty around DISCOMs being able to effectively cater to demand, Indian consumers, especially commercial and industrial (C&I), installed 77GW of captive installed capacity as of June 2022. Further, most residential consumers have backup power, which either runs on battery or diesel, adding to carbon emissions. In rural areas, people stack fuel like kerosene, solar home systems and solar pumps, in addition to the grid, to deal with erratic power supply.

The political economy is critical in determining the electricity tariff, with most states providing subsidies to agricultural and residential consumers. However, these subsidies are poorly targeted, adding to the financial woes of DISCOMs. As on 31 March 2021, DISCOMs had accumulated a deficit of Rs5,166 billion (US\$62.6 billion).

Government initiatives

Over the years, the government has bailed out DISCOMs numerous times, but the impact on their financial health has been limited due to other deep-rooted problems such as inefficient tariff setting processes, delay in subsidy reimbursements, billing and collection inefficiencies, and poorly targeted subsidies. In the last couple of years, the government has announced several measures to instill financial discipline in DISCOMs – improved cash flows, a streamlined accounting process, differential time-based tariffs, strengthened demand projections and penalties on the non-timely disbursement of subsidies.

The recent amendment to the Electricity (Second Amendment) Rule 2023 aims to improve subsidy payments to DISCOMs by streamlining the accounting, reporting, and billing processes. The amendment mandates that regulatory commissions must hike tariffs if state governments do not reimburse subsidies on time. By implementing a carrot-and-stick approach, the government hopes to ensure timely and transparent subsidy disbursements. Moreover, the government's decision to implement Time of Day (ToD) tariffs for C&I consumers from 2024 onwards and smart prepaid meters' installation will not only ease the strain on the grid during peak hours but also encourage responsible electricity consumption patterns and optimize costs. Shifting the power demand from evening to daytime can help reduce tariffs by tapping into solar power, and such measures can promote greater deployment of clean energy.

With the help of the July 2023 CEA guidelines on power demand projections, DISCOMs can plan and optimize their operations, resulting in reduced losses and improved efficiency.

The implementation of all the above initiatives at the state level can help enhance transparency, efficiency, and financial viability in the power sector. It could also attract investments for state-level power sector reforms.

The finance ministry has earmarked Rs1.4 trillion (US\$17.3 billion) under additional borrowings in FY24 for states to undertake power sector reforms. This additional financial window depends on states implementing specific reforms, including transparency in the reporting of financials, timely rendition of financial/energy accounts and auditing, providing subsidies through direct benefit transfer (DBT) to consumers and achieving targets for reduction in Aggregate Technical

and Commercial (AT&C) losses. States that privatize DISCOMs can borrow more.

Positive impact of reforms

These government initiatives are already creating a positive impact. The total outstanding dues of states to generation companies (GENCOs), which stood at Rs 1,205 billion (US\$14.6 billion) on 3 June 2022, reduced to Rs610 billion (US\$7.4 billion) on 24 July 2023. DISCOMs also started paying their dues in time to avoid penalties after the enactment of the Electricity (Late Payment Surcharge and Related Matters) Rules, 2022. IEEFA's States' Electricity Transition (SET) report shows considerable improvement by states in reducing their total overdue amount/owed payment ratio.

Another positive impact of the reforms has been the decline in AT&C losses. AT&C losses reduced from 23.7% in FY16 to 17% in FY21. Currently, India stands at 15.8%, according to the Ujjwal DISCOM Assurance Yojana (UDAY) dashboard. The government aims to further reduce losses by improving the billing and collection ratio by installing 25 crore smart prepaid meters for domestic consumers under the Revamped Distribution Sector Scheme (RDSS). Karnataka, Andhra Pradesh, and Gujarat installed 100% of their sanctioned smart meters as of September 2022 under the National Smart Grid Mission.

These developments highlight the effectiveness of the government's initiatives in creating a stable and reliable power sector. Increased competition through carriage and content separation, as well as DISCOM privatization, can further boost the distribution sector. Regulatory discipline, such as cost-reflective tariffs, cross-subsidization reduction, regulatory asset management and subsidy delivery, need additional attention at the state level. States should also accelerate deploying energy-efficient technologies, smart grid solutions and digitization solutions to optimize demand and boost revenue collection.

(Source: <https://ieefa.org/resources/government-drives-power-sector-reforms-key-financial-initiatives>)

Global Transformer And Distribution Industry

A distribution transformer, also known as a service transformer, steps down the voltage utilized in the distribution of electricity as the last voltage transition in the system. The term "transformer" refers to a piece of equipment that converts electrical energy from one alternating-current circuit to one or more other circuits by either raising (stepping up) or lowering (stepping down) the voltage. To run low-voltage devices like doorbells and toy electric trains as well as to raise the voltage from electric generators so that electric power may be delivered over great distances, transformers are used for a broad variety of functions. The final voltage transformation in the electric power distribution system is provided by a distribution transformer or service transformer, which steps down the voltage in the distribution lines to the level utilized by the customer.

Typically, distribution transformers don't work at full load; instead, they operate most effectively at lower loads. Additionally, to increase efficiency, voltage regulation is minimized in these transformers. As a result, distribution transformers are made with a low leakage reactance. Distribution transformers are typically used to describe transformers with capacities under 500 kVA. 380V/220V distribution transformers are utilized for home uses, while distribution transformers with voltage distribution less than 33 kV are employed in the industry. Depending on the total number of consumers in an area, different distribution transformers can serve different numbers of customers.

Distribution Transformer Market Driver

High tension electrical networks are now necessary due to the rising energy demand among many remote load centers, which has also prompted the outside installation of distribution transformer systems. The benefits of outdoor installations, including quick setup and simple fault finding, have influenced consumer demand for products in recent years. The further retrofitting of grid systems in the suburbs and initiatives to enhance cross-border networks will also encourage product adoption.

The growing penetration of huge transformers, which need dependable earthing arrangements and a solid foundation, will drive the significant growth of the distribution transformer market for pad mounting. The popularity of mounting systems in recent years has been aided by considerations like better safety, decreased land requirements, affordable installation costs, and improved aesthetics. Additionally, due to worldwide demand, there is widespread applicability across utilities and significant sectors.

Distribution Transformer Market Restraint

The market for making transformers is significantly constrained by the volatility of raw material prices. The price fluctuations of crude oil, steel, and copper as raw materials are to blame for the instability. Transformers are primarily constructed out of steel and copper. The Distribution Transformer market for medium power transformers has been constrained by higher tariffs on raw materials like steel and copper that have increased price volatility. For instance, the USA administration planned to increase duties on imports of derivative steel and aluminum by 25% and 10%, respectively. Price increases result in higher operating costs, which slows the Distribution Transformer market expansion.

Key Market Trends

The market for transformers is evolving toward the development of autonomous, self-contained smart transformers. Smart transformers have been programmed to continuously control voltage, stay in touch with all parties involved, and provide data and feedback on the power supply. Through a procedure known as voltage optimization, they deliver the precise amount of electricity required and react to fluctuations. They provide electrical equipment with the right quantity of power, which greatly lowers greenhouse gas emissions and energy use. The National Research Foundation of Singapore and the Energy Research Institute will work together to accelerate breakthroughs in Solid State Transformer (SST) technology. The project is a component of Singapore's Energy Grid 2.0 effort, which combines various energy sources into a single intelligent network that is more effective, sustainable, and robust to shape the next-generation grid system and transform energy management.

(Source: <https://www.skyquestt.com/report/distribution-transformer-market>)

Indian Transformer And Distribution Industry

Distribution Transformers play a very important and vital role in delivering electricity to the last mile. It can be rightly said that the Distribution industry is bringing light in the life of the people. The thrust by the Indian Government to provide quality power to each village and every household through various schemes of electrification like DDUGJY/ IPDS/ RAPDRP/ Saubhagya has given a huge fillip to the demand of distribution transformers all over India.

The demand of Distribution transformers is catered majorly by the domestic Industry and the import of transformers is very marginal/ project specific. The Industry is dominated by unorganized MSME units which are spread all over India and are mainly supplying to their state utilities. There are large scale units also which apart from having Pan India presence are also engaged in export of transformers.

The transformers produced in India have been brought under mandatory BIS certification, resulting in standardization of the product, which has resulted in improvement of quality and reduction of failure of transformers. The distribution transformers have also been brought under mandatory BEE star labelling scheme which has resulted in the use of modern technology in manufacturing energy efficient transformers.

The demand of distribution transformers will keep on increasing due to increase in generation capacity of both conventional and non-renewable sources due to increase in per capita consumption of electricity and new avenues like electric vehicle charging stations etc. The demand will also increase due to replacement of old transformers with energy efficient transformers.

The challenges faced by the industry is the lack of mandatory guidelines for installation and maintenance of transformers, bad earthing practices, overloading of transformers, tampering/ bypassing the protection equipment, theft of material/ oil which leads to fire and failure of transformers. The payment position by the utilities, though has improved due to UDAY scheme and MSMED act, needs to be further streamlined.

(Source: https://ieema.org/ova_dep/transformer-distribution/)

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 18 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 27, 209, and 217, respectively, of this Red Herring Prospectus, for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Red Herring Prospectus. For further information, see “Restated Financial Information” on page 209 of this Red Herring Prospectus. Additionally, please refer to “Definitions and Abbreviations” on page 1 of this Red Herring Prospectus for certain terms used in this section.

Unless the context otherwise requires, in this section, references to “we”, “us” and “our” refer to Jay Bee Laminations Limited on a standalone basis.

History of Jay Bee Laminations Ltd

Jay Bee Laminations Ltd was established in 1988 in the form of private limited company, engaged in the business of supplying Cold Rolled Grain Oriented Silicon Steel (CRGO) Cores and Cold-Rolled Non-Grain-Oriented (CRNGO) Steel Cores. For further details, see ‘History and Other Corporate Matters’ on page 180 of this Red Herring Prospectus.

Business Overview

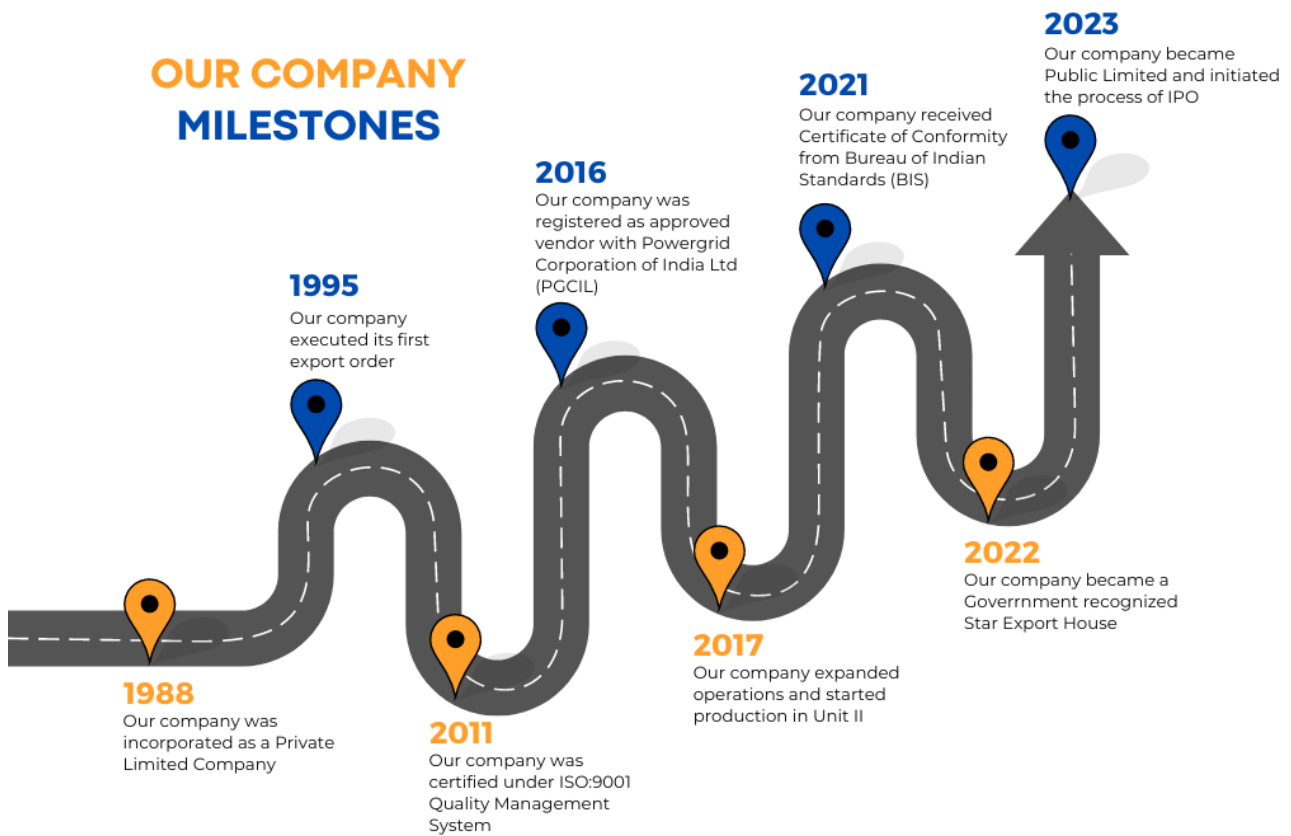
Established in 1988, Jay Bee Laminations Limited, currently manufactures and supplies range of products such as electrical laminations, slit coils, and assembled cores made of Cold Rolled Grain Oriented Silicon steel and Cold-Rolled Non-Grain-Oriented Steel for applications in transformers, UPS, and inverters, for end-use in power industry.

Our Company’s manufacturing units are equipped with all in-house facilities for slitting, cutting, assembling, and testing of CRGO and CRNGO electrical steel cores spread across total area of 10,878 sq mt. We also have our in-house laboratory for raw material and finished goods sample testing and in-house tooling division for blade sharpening. Our production facilities emphasize on processing and manufacturing electrical steel cores to meet the quality standards of power and distribution transformers. Our current facilities are well equipped to serve customer manufacturing transformers up to 220 kV class. Further, we have used 83% of our installed capacity as on March 31, 2024.

Presently, our Company’s main focus is on supplying CRGO electrical steel cores to transformer manufacturers. These materials necessitate a high level of expertise in manufacturing, handling, and processing due to their sensitivity to physical stresses and jerks, which is vital for ensuring the safety and quality of transformers. Adhering to strict quality requirements, all transformer core-related raw materials imported, purchased, and sold in India must conform to the standards set by the Bureau of Indian Standards (BIS).

Our clientele encompasses manufacturers producing transformers in the range of 11kV to 220 kV class, spanning Power and Distribution transformers. The quality of these transformers relies significantly on the raw materials used in their manufacturing, with the CRGO steel core accounting for 25-30% of the transformer’s total cost depending on the size of the transformer. Additionally, the core plays a crucial role in reducing transmission and distribution (T&D) losses within the electricity supply infrastructure, highlighting its pivotal significance in the realm of power distribution.

Evolution and Milestones of Jay Bee Laminations Ltd



Manufacturing Facilities

We operate two manufacturing facilities, the details of which are briefly described hereunder:



Unit I is an owned property located at A -18,19 & 21, Phase - II, Dadri Road, Distt. Gautam Budh Nagar, Uttar Pradesh, Noida – 201305, Delhi, India. It occupies an area of 2,812 square meters with an aggregate annual capacity of 6,600 metric tonnes.



Unit II is a leased property located at B-9, Site - C, UPSIDC Surajpur Industrial Area, Greater Noida - 201306, Uttar Pradesh, India. It occupies an area of 8,066 square meters with an aggregate annual capacity of 4,750 metric tonnes.

Details of the total installed capacity of our manufacturing facilities and related details in last 3 Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022:

Particulars	For the Fiscal Years ended March 31					
	2024		2023		2022	
	Actual Production (Metric Tons per annum)	Capacity Utilization (%) *	Actual Production (Metric Tons per annum)	Capacity Utilization (%) *	Actual Production (Metric Tons per annum)	Capacity Utilization (%) *
Unit I	5,594	85.00%	4,491	68.00%	3,049	46.00%
Unit II	3,795	80.00%	2,917	61.00%	2,642	56.00%
Total Combined	9,389	83.00%	7,408	65.00%	5,691	51.00%

Notes:

- 1) Actual production represents quantum of production in the relevant manufacturing facility in the relevant Fiscal.
- 2) Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal divided by the annualized available capacity during such Fiscal.
- 3) Given the products that undergo processing are customized to meet specific customer requirements and thus such products have varying shapes and weights, we are unable to determine the capacity for processing on a product-by-product basis.
- 4) MT means metric tonne.
- 5) The above information is certified by chartered engineer, Ocean Tech Engineering Consultancy Services vide certificate dated Wednesday, August 14, 2024.

Manufacturing Process



1. Procurement of Raw Materials



CRGO and CRNGO Electrical Steel Mother Coils serve as the primary raw materials procured from a variety of BIS approved steel mills. CRGO Electrical steel, used for transformer cores, and CRNGO electrical steel, utilized in motors, generators, UPS, and inverters, play distinct roles in various electrical applications.

The acquisition of CRGO Steel mother Coils constitutes a significant portion of our raw material procurement. Our Company ensures a balanced mix purchase both domestic and import from China, and Europe and other countries for the sourced materials. This equilibrium considers factors such as quality, pricing, lead time, inventory levels, credit terms, and end-user approvals. Additionally, our purchasing decisions are influenced by the availability of grades from different mills. Each raw material coil used for domestic supplies meets the specifications set by the Bureau of Indian Standards of quality (IS 3024 and IS 648). Additionally, every batch of raw material is accompanied by a Mill Test Certificate (MTC) and other relevant documents, which can be provided upon customer request.

Procurement of raw materials occurs either directly from steel mills or through trading companies and stockists. We also engage in purchase from semi-processing manufacturers of CRGO steel. Transactions with mills and manufacturers typically occur on a monthly or quarterly basis, whereas dealings with traders and stockists are often conducted on a spot basis.

The raw materials are hereby elaboratively classified as follows:

a. Cold Rolled Grain Oriented Electrical Steel (CRGO):

Cold Rolled Grain Oriented electrical steel is available in a range of grades categorized by their thickness and intrinsic core loss, directly impacting the reduction of no-load loss in transformers, consequently diminishing T&D losses. Commercially, CRGO steel is predominantly offered in thicknesses of 0.23 mm, 0.27 mm, and 0.30 mm, primarily in the form of coils of sheets, each weighing between 3-5 metric tons. Often referred to as CRGO Silicon steel due to its high silicon content, its characteristics are influenced by composition impurities, grain size, grain orientation, and surface insulation. Even minor imperfections such as stresses, burrs, edge cambers, or bends can escalate core losses and magnetizing current substantially. Compared to other steels which are used in general applications (such as mild steel), CRGO steel is highly technical and difficult to produce, and it is used exclusively for transformer cores because of its characteristic of directional magnetism. Hence, it is much costlier and produced by very limited number of steel mills across the world.

Our facilities ensure proper handling and stress-free processing of the material, maintaining the integrity of intrinsic properties throughout. Each batch of CRGO coils undergoes rigorous testing to verify their electrical and physical properties. These samples are meticulously assessed in accordance with IS 649 standards for core loss, insulation resistivity, stacking factor, and bends, ensuring adherence to stringent quality benchmarks.

Grade Classification of CRGO Electrical Steel			
Broad Classification category	Grade	Nominal Thickness (mm)	Maximum Core Loss (W/kg) at 1.7 T & 50 Hz
Domain refined	23HP75D	0.23	0.75
Domain refined	23HP80D	0.23	0.80
Domain refined	23HP85D	0.23	0.85
Domain refined	23HP90D	0.23	0.90
Domain refined	23HP95D	0.23	0.95
Hi-Permeability	23HP100	0.23	1.00
Conventional	23CG110	0.23	1.10
Conventional	23CG120	0.23	1.20
Domain refined	27HP90D	0.27	0.90

Grade Classification of CRGO Electrical Steel			
Broad Classification category	Grade	Nominal Thickness (mm)	Maximum Core Loss (W/kg) at 1.7 T & 50 Hz
Domain refined	27HP95D	0.27	0.95
Hi-Permeability	27HP100	0.27	1.00
Hi-Permeability	27HP110	0.27	1.10
Conventional	27CG120	0.27	1.20
Conventional	30CG120	0.30	1.20
Conventional	30CG130	0.30	1.30

b. Cold-Rolled Non-Grain-Oriented Electrical Steel (CRNGO):

Cold-Rolled Non-Grain-Oriented steel is a vital material used in the manufacturing of electrical components, particularly in motors, generators, UPS, and inverters. Unlike its grain-oriented counterpart, CRNGO steel possesses uniform magnetic properties in all directions and is much cheaper but costlier than general applications mild steel, making it ideal for applications where directional magnetism is not necessary. CRNGO steel is available in various thicknesses and conforms to industry standards to ensure quality and reliability in electrical applications. Its widespread use underscores its importance in enabling the efficient functioning of electrical systems worldwide.

Grade Classification of CRNGO Electrical Steel		
Grade	Nominal Thickness (mm)	Maximum Core Loss at 1.5 T & 50 Hz (W/kg)
35C300	0.35	3.00
35C360	0.35	3.60
50C470	0.50	4.70
50C600	0.50	6.00

Particulars of Suppliers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase
Top 5	19,572.74	75.34%	14,007.45	74.19%	9,014.93	63.92%
Top 10	23,062.39	88.77%	17,884.92	94.73%	11,847.72	84.01%

Please note that the Company has expressly declined to provide the names of the suppliers to protect its competitive position.

The table below sets forth our cost of raw materials and change in stock of finished goods and work in progress as a percentage of our revenue from operations in the periods/years indicated:

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Cost of raw materials and change in stock of finished goods and work in progress	24,999.21	82.53%	20,722.14	84.01%	11,300.99	80.01%



The raw material undergoes further processing tailored to meet the specific requirements of our customers. Each order we fulfil is meticulously crafted according to the precise specifications provided by the customer; the majority of our clientele consists of transformer manufacturers. Transformer manufacturers design the core as per their transformer requirement and specifications of end customer. This design is shared to us along with design parameters for core manufacturing. As core manufacturers, we carefully evaluate these requirements and assess the feasibility of the design, considering various aspects such as dimensions, weight, electrical parameters, and sheet thickness.

We examine the electrical parameters and correlate them with the most optimal raw material grade to meet the desired specifications. Following this assessment, we negotiate and seek orders from the customer. Each order is custom-made as per customers' core design and specifications.

Throughout the production process, measures are implemented to prevent stress, dents, bends, marks, defects, and burrs, as these imperfections could lead to air gaps between the stacked sheets of CRGO steel. Prudent handling of CRGO steel at each stage is paramount to preserving its physical quality and ensuring the integrity of its electrical and mechanical properties until it reaches the customer. It has been observed that the product produced by the Company is fragile and costly, requiring protection from dust, moisture, and other environmental factors. To address this, the Company employs specialized packing material to safeguard the product during storage and transportation.

2. Sample Testing



Epstein Bridge tester for testing Core loss of CRGO and CRNGO Electrical steel



Franklin tester for testing surface insulation resistivity of CRGO Electrical steel

Sample testing of received raw material is conducted by extracting a sample and subjecting it to various tests in accordance with IS:3024 (CRGO steel specifications), IS:648 (CRNGO steel specifications), and IS:649 standards prescribed by the Bureau of Indian Standards. For each batch of CRGO / CRNGO coils received, samples are meticulously examined to assess their electrical and mechanical properties. These samples undergo testing as per IS:649 standards to evaluate core loss, insulation resistance, stacking factor, and bends.

At our Unit - I facility, we have an in-house laboratory dedicated for testing of the mechanical and electrical properties of raw materials. Adhering to the guidelines set forth by the Bureau of Indian Standards, specifically IS:3024, IS:648, and IS:649 applicable to CRGO and CRNGO steel, we ensure meticulous examination and evaluation of our raw materials.

Upon the arrival of raw materials, samples are meticulously drawn from the coils in accordance with Indian Standards (IS) protocols. These samples are promptly transferred to our laboratory for testing. Once received, our Quality Control Associates conduct thorough tests on the samples using the relevant equipment, meticulously following the procedures outlined in the IS guidelines. The tested parameters are then compared with the specifications detailed in the mill test

certificate issued by the supplier mill, ensuring the conformity and quality of our raw materials. This ensures adherence to stringent quality standards and guarantees the reliability and performance of our products in diverse electrical applications.

3. Slitting



Semi-automatic Slitting line



CRGO and CRNGO steel mother coils undergo processing through slitting to be transformed into slit coils. This operation is carried out utilizing high-speed semi-automatic slitting machines. These machines are renowned for their capability to divide coils precisely and accurately into smaller widths. The maximum coil width is 1250 mm, and we can produce slit coils ranging from 20 mm to 600 mm in width, tailored to meet the specific requirements of our customers.

Processing of CRGO and CRNGO steel demands a high level of expertise. To ensure optimal results, Tungsten carbide blades are employed to minimize burrs and edge camber, while the material itself is handled with the utmost care to preserve its electrical and mechanical properties. The slit coils thus produced are then made available for the production of cut laminations.

4. Cutting



Manual Cutting (shearing)



Automatic CNC Cut-to-length line (up to 870 mm width)

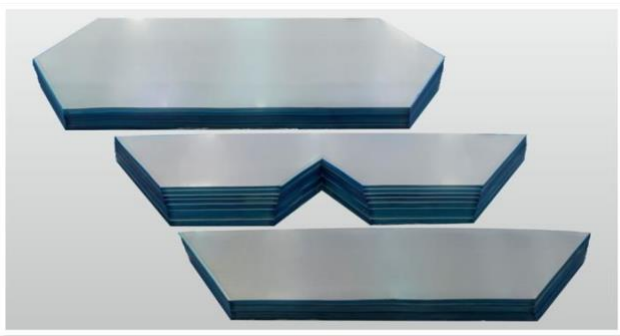


Automatic CNC Cut-to-length machine (up to 440 mm width)



After the slitting process of mother coils, further processing involves cutting. Cutting can be carried out either manually or with the assistance of automatic CNC Cut-to-length machines. These machines are utilized to shear and punch sheets lengthwise, forming stacks of sheets into the required shape as per customer design. Similar to the slitting process, cutting demands the use of sharp Tungsten carbide blades to ensure precise cutting without burrs, bends, or rough edges. Our in-house tooling division is responsible for frequently sharpening and grinding the blades to maintain consistent quality in both slitting and cutting operations.

The cutting of CRGO steel slit coils is conducted to produce cut laminations, while the cutting of CRNGO steel slit coils is for producing E & I stampings.



Cut laminations



EI Stamping

Some of the specifications involved in the cutting process include the option for mitred and non-mitred cutting, with a width range spanning from 30 to 870 mm. Tungsten carbide cutters are employed to minimize burrs and ensure precise cutting.

5. Assembly



Assembly involves a manual labor-intensive process of stacking cut lamination sheets atop each other and securely clamping them using channels, bolts, and insulation material to form an assembled core. These channels are fabricated in-house from mild steel shapes and sections purchased from local steel suppliers, strictly adhering to the customer's transformer design specifications. After passing all quality checks, assembled cores are sold to transformer manufacturers. Precision and skill are paramount during assembly to ensure proper handling and stacking, minimizing air gaps, and optimizing core performance.



Assembled Core

6. Quality Control

Our Company holds ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018, certifications, indicating our dedication to quality management. Our commitment to quality spans every stage, from procurement to dispatch. A dedicated quality control team ensures adherence to manufacturing standards, supported by an in-house laboratory that upholds quality benchmarks of the material. Prior to commencing the manufacturing process, materials undergo rigorous quality checks to ensure they meet specified standards. Finished products undergo thorough testing by our in-house team to verify conformity to customer specifications. To streamline the process and achieve self-certification norms, products are meticulously packed and dispatched once they meet relevant standards and designs as specified by the customer.

7. Final Testing

Prior to dispatch, various mechanical parameters such as length, width, burr level, stack height, thickness, surface insulation coating, and edge camber are meticulously checked. No-Load Losses are tested for assembled cores, and a sample core is assembled in-house to test the Cut Laminations. Final testing of assembled cores is conducted to verify electrical parameters, ensuring compliance with customer requirements. Our in-house laboratory conducts all quality checks according to major international and Indian standards, providing comprehensive reports as proof of compliance. Customer and end-user inspections further ensure complete satisfaction.

8. Packaging



Packaging is a critical aspect of the manufacturing process, aimed at preventing transit damage for both domestic and international customers. Rigorous packing SOPs are implemented to safeguard fragile and costly finished goods from dust, moisture, and other environmental factors. Recognizing the material's susceptibility to damage from jerks and sudden movements, each dispatch lot is meticulously secured and sealed in trucks or containers to mitigate the risk of transit damage. Finished goods are placed on custom-sized wooden pallets and shipped in full-load trucks or containers to ensure secure transit. We produce these custom-sized pallets in-house to guarantee the quality and safety of the final product. Customers can purchase finished goods, including slit coils, cut laminations, and assembled cores, at various stages of production, with slitting producing slit coils, cutting producing cut laminations, and assembly producing assembled cores.

The charges borne by the Company as per the Restated Financial Statements, is encapsulated in the table given below:

Particulars of Charges	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Total Revenue from Operations	Amount (₹ in Lakhs)	% of Total Revenue from Operations	Amount (₹ in Lakhs)	% of Total Revenue from Operations
Packing Expenses	164.30	0.54%	119.56	0.48%	103.96	0.74%

9. Transportation

We outsource the delivery of our products to either third-party logistics companies or as mutually agreed shipment terms as decided with the customers. We instruct the delivery companies to collect products from specified locations and deliver to our customers in accordance with their orders. Apart from outsourcing the logistics operations, we also have in house arrangement for supply of our products by way of our owned commercial vehicle which is used to do the local transport to nearby areas.

Further, exports are typically carried out in containerized form, with products packed on pallets or in boxes.

10. Periodical Repairs

We conduct regular repair and maintenance programs for our manufacturing facilities. Our machinery and electrical repair teams carry out periodic maintenance and repair of the plants and machinery on an as-needed basis. In addition, our manufacturing facilities are periodically inspected by engineers and technicians.

Particulars	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Total Revenue from Operations	Amount (₹ in Lakhs)	% of Total Revenue from Operations	Amount (₹ in Lakhs)	% of Total Revenue from Operations
Repairs and Maintenance	51.85	0.17%	67.48	0.27%	49.33	0.35%

11. Customer Service and Support

Further, we also have a customer relation team that is responsible for order management, customer support and payment collection. Many customers / end users also have mandatory inspections at our facility for each order that is managed jointly by our Quality Control team and Customer relations team. We have a strict emphasis on customer service that is responsive, honest, committed, and supportive. Our Sales and Operations teams are aligned on these values to ensure repeat business from customers.

The commercial orders received from customers fall within the range of 5 to 50 metric tonnes. Each of the order is processed within 3-10 days from the date of issuance of the work order for production, depending on its size and complexity. Subsequently, transportation durations vary, with domestic sales taking 1-7 days and exports ranging from 15 days to 2 months.

Our Products

RAW MATERIAL	PRODUCTS	END USE INDUSTRY
CRGO Steel	Slit Coils	Power & Distribution transformers
	Cut Laminations	
	Assembled Cores	
	Mother Coils	
CRNGO Steel	E & I Stampings	UPS & Inverters

The table below reflects our product wise revenue:

Particulars of Products	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Slit Coils	1,394	4.61%	1,365	5.54%	1,245	8.82%
Cut Laminations	22,826	75.40%	18,747	76.03%	10,550	74.69%
CRGO Assembled Cores	5,281	17.45%	3,966	16.08%	1,769	12.52%
Mother Coils	140	0.46%	116	0.47%	332	2.35%
E&I Stampings	32	0.10%	17	0.07%	-	-
Others	598	1.98%	447	1.81%	229	1.62%

Utilities

Our operations, headquartered and conducted in Noida and Greater Noida, rely heavily on a suite of utilities and amenities to facilitate seamless business operations. Ensuring a robust infrastructure, our office and manufacturing facilities are outfitted with essential equipment, including computer systems, internet connectivity, and various communication devices indispensable for our daily functions.

The comprehensive utilities and facilities available at our locations encompass:

1. Power

A constant and uninterrupted supply of electricity and power is imperative for our manufacturing processes. We are substantial consumers of power and fuel, vital for the continuity of our business operations. Our power requisites are efficiently fulfilled through local authorities, both at our manufacturing facilities and registered office, ensuring smooth day-to-day operations. Additionally, in anticipation of potential power failures, we have taken proactive measures by installing DG sets at our manufacturing sites.

The charges borne by the Company as per the Restated Financial Statements, is encapsulated in the table given below:

Particulars of Charges	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Total Revenue from Operations	Amount (₹ in Lakhs)	% of Total Revenue from Operations	Amount (₹ in Lakhs)	% of Total Revenue from Operations
Power and Electricity	61.71	0.20%	57.52	0.23%	49.50	0.35%

2. Water

While water is not directly utilized in our manufacturing processes, we rely on local authorities for the provision of potable and sanitary water essential for our operations at our registered office and manufacturing facility (Unit I). At our manufacturing facility (Unit II), water requirements are met through a borewell facility.

3. Fuel

Fuel requirements for the operation of our machinery and equipment are fulfilled through supplies sourced from the local market. This ensures the seamless functioning of our manufacturing processes, maintaining operational efficiency and productivity.

4. Information Technology

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our Company is in final implementation phase of ERP to streamline, automate and effective tracking of stock, operations, and data analysis.

Financial and operational metrics

The following table sets forth certain financial information relating to our business in the periods indicated:

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Private Industries	27,908.27	92.19%	23,899.62	96.92%	14,125.12	100%
Government	2,363.67	7.81%	758.33	3.08%	-	-

Particulars	For the Financial Year ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Domestic Sales of Products	Amount (₹ in Lakhs)	% of Domestic Sales of Products	Amount (₹ in Lakhs)	% of Domestic Sales of Products
Eastern	2,286	8.71%	847	4.17%	471	3.90%
Northern	14,415	54.96%	9,116	44.84%	7,111	58.84%
Southern	5,406	20.61%	4,943	24.32%	1,657	13.71%
Western	4,124	15.72%	5,423	26.68%	2,847	23.56%

Particulars of Suppliers	Domestic Suppliers					
	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
Amount (₹ in Lakhs)	% of Total Purchases	Amount (₹ in Lakhs)	% of Total Purchases	Amount (₹ in Lakhs)	% of Total Purchases	
Delhi	2,113.98	8.40%	21.23	0.11%	348.42	2.47%
Gujarat	186.38	0.74%	1,559.66	8.26%	1,743.03	12.36%
Haryana	136.25	0.54%	1,522.02	8.06%	1,445.99	10.25%
Madhya Pradesh	74.06	0.29%	224.99	1.19%	129.27	0.92%
Maharashtra	15,447.37	61.36%	9,088.82	48.15%	5,956.53	42.24%
Punjab	-	0.00%	2.88	0.02%	-	0.00%
Rajasthan	-	0.00%	-	0.00%	337.84	2.40%
Tamil Nadu	154.88	0.62%	-	0.00%	-	0.00%
Telangana	-	0.00%	110.99	0.59%	178.41	1.27%
Uttar Pradesh	-	0.00%	0.43	0.00%	110.53	0.78%
Uttarakhand	-	0.00%	-	0.00%	100.47	0.71%
Total	18,112.92	71.95%	12,531.02	66.38%	10,350.49	73.39%

Particulars of Suppliers	International Suppliers					
	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
Amount (₹ in Lakhs)	% of Total Purchases	Amount (₹ in Lakhs)	% of Total Purchases	Amount (₹ in Lakhs)	% of Total Purchases	
Chez Republic	204.51	0.81%	-	0.00%	-	0.00%
China	6,493.49	25.79%	4,436.35	23.50%	1,711.98	12.14%
Germany	-	0.00%	-	0.00%	167.13	1.19%
Japan	-	0.00%	-	0.00%	266.56	1.89%
Poland	71.41	0.28%	53.01	0.28%	740.19	5.25%
UAE	101.55	0.40%	1,239.26	6.56%	527.22	3.74%
USA	190.94	0.76%	617.60	3.27%	339.30	2.41%
Total	7,061.91	28.05%	6,346.22	33.62%	3,752.39	26.61%

Particulars of Suppliers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Domestic	12,531.02	66.38%	10,350.49	73.39%	4,853.44	83.71%
Import	6,346.22	33.62%	3,752.39	26.61%	944.14	16.29%
Total	18,877.24	100.00%	14,102.88	100.00%	5,797.59	100.00%

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Exports (Exclusive SEZ sales)	4,041.77	13.34%	3,461.90	14.03%	2,038.84	14.43%

As on the date of this Red Herring Prospectus, our Company there are no pending fulfilment towards average export obligation under EPCG Scheme.

Statement of Pending fulfilment of Average Export Obligation					
Financial Year	Average "Export Obligation" Amount (₹ in Lakhs)	Shortfall of Last Year (₹ in Lakhs)	Opening Export Obligation (₹ in Lakhs)	Export Fulfilled (Fob Value) Amount (₹ in Lakhs)	Shortfall at end of year Amount (₹ in Lakhs)
2017-18	1,677	-	1,677	1,375	302
2018-19	1,677	302	1,979	376	1,603
2019-20	1,677	1,603	3,280	610	2,670
2020-21	1,677	2,670	4,347	437	3,910
2021-22	1,677	3,910	5,587	1,877	3,710
2022-23	1,677	3,710	5,387	3,275	2,112
2023-24	1,677	2,112	3,789	3,789*	Nil

*to the extent pending opening export obligation.

Statement of Fulfilment of Export Obligation pending fulfilment of Average Export Obligation					
EPCG License No.	Date	Duty Saved Amount (₹ in Lakhs)	Required Export Obligation Amount (₹ in Lakhs)	Export Sales fulfilled till March 31, 2024 Amount (₹ in Lakhs)	Pending Export Obligation Amount (₹ in Lakhs)
530170885	Tuesday, 22 August 2017	20.96	125.77		
530171108	Thursday, 12 October 2017	2.51	15.04		
530171428	Monday, 11 December 2017	13.51	81.04		
		36.98	221.85	11,739	Nil

Kindly note, there is no shortfall as on March 31, 2024, however the Redemption Certificate from the DGFT Department is yet to be taken.

Sectors	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Total Revenue	Amount (₹ in Lakhs)	% of Total Revenue	Amount (₹ in Lakhs)	% of Total Revenue
Transformers	29,642	97.92%	24,194	98.12%	13,896	98.38%
Inverters / UPS	32	0.11%	17	0.07%	0	0.00%
Others (Scrap etc)	598	1.98%	447	1.81%	229	1.62%
Total	30,272	100.00%	24,658	100.00%	14,125	100.00%

Key Financial Performance

We utilize a set of financial indicators that our management reviews in evaluating the performance of our business. Our management believes that the presentation of these key performance indicators in this Red Herring Prospectus are important to understanding our performance from period to period and also have an impact on our results of operations. These key performance indicators may or may not be compatible with similarly titled metrics presented by others operating in our industry. These indicators are not intended to be a substitute for, or superior to, any measures of performance prepared in accordance with GAAP, and may not fully reflect our financial performance, liquidity, profitability, or cash flows. The following table sets forth our key financial and operational metrics as of or for the years indicated:

Key Financial Performance	For the Financial Years ended March 31		
	2024	2023	2022
Revenue from Operations (₹ Lakhs)	30,290.97	24,666.47	14,125.12
Gross Profit (₹ Lakhs)	5,291.76	3,944.33	2,824.13
Gross Profit Margin (%)	17.47%	15.99%	19.99%
EBITDA (₹ Lakhs)	3,269.60	2,334.56	1,228.61
EBITDA Margin %	10.79%	9.46%	8.70%
PAT (₹ Lakhs)	1,935.27	1,360.00	595.17
PAT Margin %	6.39%	5.51%	4.21%
Net cash from operating activities (₹ Lakhs)	1,576.65	508.72	797.67
Net Worth (₹ Lakhs)	6,281.44	4,346.17	2,986.17
Total Debt (₹ Lakhs)	2,416.15	3,143.25	2,693.08
ROE %	36.42%	37.10%	21.76%
ROCE %	39.23%	34.55%	21.10%

As certified by M/s. A Y & Co., Chartered Accountants through their certificate dated Friday, August 16, 2024.

Explanation for the KPIs:

Sr. No.	KPI	Remark/Definition/Assumptions
1	Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
2	Gross Profit	The amount of money a company makes from its sales after subtracting the cost of goods sold (COGS).
3	Gross Profit Margin	A percentage that shows how much of each dollar of sales is gross profit. It is calculated by dividing gross profit by sales revenue and multiplying by 100.
4	EBITDA	EBITDA provides information regarding the operational efficiency of the business
5	EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
6	PAT	Profit after tax provides information regarding the overall profitability of the business
7	PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
8	Net cash from operating activities	The cash a company generates or spends through its core business operations, excluding investments and financing activities.
9	Net Worth	The difference between a company's total assets and total liabilities.
10	Total Debt	The sum of all outstanding borrowings a company has, including loans and bonds.
11	Return on Equity	Return on equity provides how efficiently our Company generates profits from shareholders' funds
12	Return on Capital Employed	Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business

For further details kindly refer, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 217 of this Red Herring Prospectus.

Competition

Quality of CRGO and CRNGO steel in India is regulated by the Bureau of Indian Standards through the Ministry of Steel Quality control orders (QCO). Before the implementation of the Quality Control Order (QCO) in 2012, CRGO steel market was characterized by extreme fragmentation, with numerous spurious and unorganized players operating within it. Since the introduction of the BIS QCO, the market has witnessed a significant consolidation trend, with fewer players dominating the scene, a trend that continues to evolve.

Presently, there are multiple CRGO core manufacturing companies recognized and certified by the BIS in India. While the majority of these manufacturers focus solely on producing distribution transformer cores, a select few specialize in power transformer cores. The latter requires substantial investments in plant and machinery, maintaining larger inventory levels, obtaining end-user approvals, and possessing extensive experience in handling such high-value products. These organized players effectively cater to the nation's demand for transformer cores, particularly in the 220 kV, 400 kV, and 765 kV classes, where consistent quality suppliers are scarce.

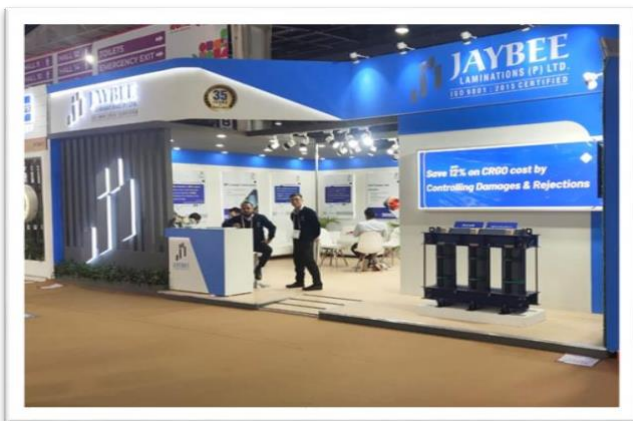
Our company possesses the capacity, facility, and capability of producing transformer cores up to 220 kV class. Additionally, we continually pursue opportunities to enhance our operational efficiencies. This entails optimizing our manufacturing processes, streamlining our supply chain, and harnessing technology to boost productivity. By bolstering our efficiency levels, we aim to fortify our market position further and solidify our standing in the industry.

Competitive Strengths

1. Well Established Brand with Targeted Sales and Marketing Initiatives

The experience of certain of our Promoters in the CRGO and CRNGO steel core manufacturing provides us to endeavor to promptly address any concerns of our clientele through significant senior management engagement. To keep increasing our reach and network we consistently participate in industry exhibitions. It helps us create new business relations as well as give us industry feedback first hand which we use to upgrade and tune up customer experience and engage in further business expansion.

We have dedicated Sales managers and Customer relation executives handling all the sales from Head office. In addition, we have appointed two sales managers situated in Gujarat and appointed three sales agents across far off states such as Telangana, Tamil Nadu, and West Bengal. We have also appointed one sales agent in Bangladesh. These Sales managers are primarily responsible for generating enquiries, soliciting orders from customers, and conducting negotiations with customers. They also engage in marketing activities such as market research, information gathering, participating in exhibitions, conducting customer visits. Sales agents assist the Sales team in both Sales and Customer support by being in close proximity with the customers.





Glimpses of our exhibition stalls at various trade shows

2. Strong Operational and Financial Performance

We have witnessed growth in our financial performance in the last three Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022. Our revenues from operations increased from ₹14,125.12 Lakhs in Financial Year ended March 31, 2022, to ₹24,666.47 Lakhs in Financial Year ended March 31, 2023, and ₹30,290.97 Lakhs in the Financial Year ended March 31, 2024. Our continued focus on higher sales, efficiency and productivity improvements and capital allocation and management also enabled us to deliver consistent financial performance.

Our EBITDA for the Financial Years ended March 31, 2022, March 31, 2023, and March 31, 2024, was ₹1,228.61 Lakhs, ₹2,334.56 Lakhs, and ₹3,269.60 Lakhs, respectively while our EBITDA Margin was 8.70%, 9.46%, and 10.79%, respectively, in such periods. Our ROCE was 21.10%, 34.55%, and 39.23% as of March 31, 2022, March 31, 2023, and March 31, 2024, respectively, while our ROE was 21.76%, 37.10%, and 36.42%, respectively, as of such dates.

3. Experienced Promoters and Management Team

Our company is led by seasoned Promoters deeply entrenched in the CRGO steel and transformer industry. Mr. Munish Kumar Aggarwal, our Promoter, Chairman, and Whole-Time Director, has over three decades of experience, spearheading our strategic planning and growth. On the other hand, Mr. Mudit Aggarwal, our Promoter and Managing Director, brings over a decade of expertise, onboarding new generation innovations, overseeing all facets of our business operations, including product quality, operational efficiencies, business development, and strategy execution, encompassing procurement, production, logistics, and sales strategies for our products.

Our Key Managerial Personnel team comprises management executives with diverse expertise, particularly in manufacturing, supply chain, and logistics, positioning us favorably to seize both current and future growth opportunities. Mr. Subhash Raghav, our Chief Financial Officer, boasts over two decades of experience with us since 1991, focusing on financial reporting and investment decisions. Mr. Ashutosh Kumar Singh, our Senior Manager of Finance & Business Development, oversees the financial and business development aspects of our company. Mr. Paras Dhawan, our Senior Manager of Sales and Marketing, has been integral to our company for over a decade, driving the implementation of commercial strategies.

For details on our Promoters and Management Team, kindly refer to the section titled “*Our Management*” on page 184 of this Red Herring Prospectus. We attribute our business success to the quality of our management team, whose wealth of experience enables us to navigate evolving market conditions and make strategic, timely decisions.

4. Long-standing client relationships

We provide services with expertise to our clients and this helps us in customer retention and repeat business. We provide services on a customer-goal based approach and our solutions are targeted towards consistently delivering efficiencies, accuracy meeting and achieving customers’ performance indicators. We believe this approach has helped our customers meet their objectives, which has led to customer retention and development of customer relationships.

We have a history of customer retention. In Financial Year ending March 31, 2023, we derived more than 35.00% of our restated revenues from operations from key customers. In Financial Year ending March 31, 2022, we derived more than 40.00% of our revenues from operations from repeat customers. These long-standing relationships have also contributed to the growth of our revenues from our existing customers and the expansion of our customer base.

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Top 5	12,625.29	41.71%	9,446.01	38.30%	6,072.66	42.99%
Top 10	17,337.22	57.27%	13,611.00	55.18%	7,994.14	56.59%

Please note that the Company has expressly declined to provide the names of the customers to protect its competitive position.

Set forth below are key metrics relating to our clients:

Particulars	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
Total number of active clients	141	135	123
Clients from whom we earned revenues of 100 Lakhs or more	53	42	31
Clients from whom we earned revenues of 50 Lakhs or more	69	56	43
Clients from whom we earned revenues of more than 25 Lakhs	88	78	63

5. Quality assurance

The Company, holding ISO 9001:2015 certification, has implemented quality management systems internally. In addition to external agency inspections, internal inspections and incremental quality control of raw materials are conducted to uphold quality assurance standards. Our Company believes that adhering to stringent procedures facilitates timely delivery and competitive pricing of products and services in the market.

The maintenance of quality is observed at every stage, from procurement to dispatch. A dedicated quality control team ensures compliance with manufacturing practices and Indian quality standards. Prior to commencing the manufacturing process, materials purchased by the Company undergo quality checks to ensure they meet specified standards. Finished products undergo testing by the in-house team to ensure they align with customer specifications. To products are thereafter packed and dispatched after meeting relevant standards and designs specified by the customer.

Assembled cores are also tested before dispatch to verify compliance with customer requirements on electrical parameters. The Quality Control department maintains full traceability of raw materials to address customer complaints effectively.

6. Low Rejection Rates

Our Company prioritizes quality control and safety measures during the distribution of our CRGO and CNRGO steel cores to our customers. Through a concerted effort, we have achieved a remarkably low rejection rate of cores among our customers. The details of which are encapsulated as under:

Particulars of States	Restated Financial Information for the Financial Year Ended March 31		
	2024	2023	2022
Sale Return Amount (₹ in Lakhs)	211.81	176.45	99.47
Total Sales Amount (₹ in Lakhs)	30,290.97	24,666.47	14,125.12
Percentage of Sales Returned	0.70%	0.72%	0.70%

Business Strategies

1. Focus on increasing our market share by expanding our manufacturing capacity at Unit-II

We intend to continue to focus on expanding manufacturing capacity at our Unit-II facility at Greater Noida which has a total area of 8,066 sq. m. In line with our expansion plans, Company has completed the construction of a new shed spanning 2,000 sq. m within the same premises. This expansion will accommodate for new machinery, enabling the Company to diversify into untapped customer segments, explore new geographical markets, and introduce a new product line.

As on March 31, 2024, our Company has invested ₹431.00 Lakhs through internal accruals. For details, kindly refer the “Risk Factor 4 - If there are delays or if the costs of setting up and the possible time or cost overruns related to the expansion of the Unit-II or the purchase of plant and machinery for the said Unit-II are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects,” on page 30 of this Red Herring Prospectus.

In addition to the intended expansion, our Unit-II facility has adequate vacant land allowing us to further expand our capacity to meet the expected increase in demand. We have already established the necessary infrastructure, including offices, administrative buildings and supply chain linkage and we believe that any further expansion will incur limited cost increase to our existing infrastructure setup.

Also see, “Risk Factors 6 – Information relating to capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates. Under-utilization of capacity of our manufacturing facilities and an inability to effectively utilize our manufacturing facilities may have an adverse effect on our business and future financial performance.” on page 31 of this Red Herring Prospectus.

2. Targeting new products and customer segments

With our current operational infrastructure, we have the capability to manufacture CRGO steel cores for transformers in the range of 11 kV class to 220 kV class. By adding new machinery into our production setup, we aim to tap into new market segments, particularly for transformers in 400 kV and 765 kV class. Given the scarcity of consistent suppliers in these higher voltage class of transformers, this strategic expansion presents a substantial opportunity to not only escalate our production volume but also enhance profit margins.

We also aim to expand our sales by increasing our export footprint, by targeting higher value-added products and more stringent quality standards for the export market. Our new facility will be sufficient to attract quality conscious export clientele, and we are currently increasing our sales network overseas.

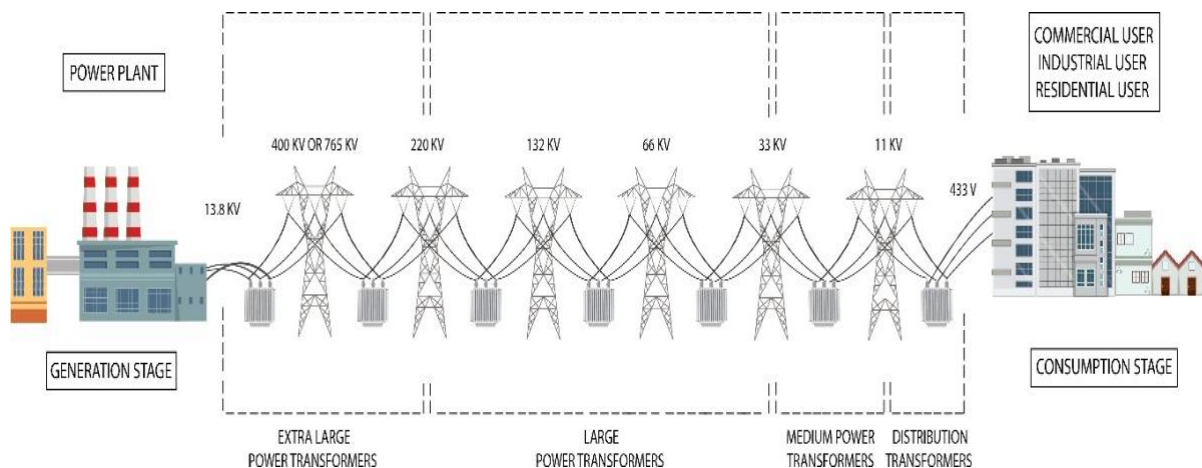


Illustration of Transmission and Distribution of Electricity through Power and Distribution transformers

Furthermore, our expansion initiative will also cater to the customers seeking amorphous metal cores in the 11 kV transformer class. Amorphous metal cores are essentially a substitute of CRGO cores in Distribution transformers which require a different set of machinery for manufacturing. By diversifying and broadening our product portfolio, we anticipate an enlargement of our customer base, subsequently leading to a proportional increase in revenue generation.

Transformer Segment	Core Type	Rating range	Voltage Class range	Application stage
Extra-large Power	CRGO Steel	200 MVA - 500 MVA	400 kV, 765 kV	Power Generation level
Large Power	CRGO Steel	16 MVA - 160 MVA	66 kV, 132 kV, 220 kV	National & State grid level
Medium Power	CRGO Steel	1 MVA - 12.5 MVA	33 kV, 66 kV	District & Intercity level
Distribution	CRGO Steel	5 kVA - 800 kVA	11 kV	Power Consumption level
	Amorphous Metal			

Note: The above table is based on broad classification by the management for internal use and it may vary from data available on other sources as Transformer segments may overlap.

Pricing

We determine the prices for our products based on various parameters, including market demand, transportation costs, supply costs, inventory levels, credit terms. Our pricing decisions are made after considering the costs associated with product development, manufacturing, materials, labor, overhead, and other relevant expenses.

Human Resource

We consider our workforce to be integral contributors to the success of our business. Our emphasis lies in both attracting and retaining top-tier talent, as we firmly believe that a well-trained, motivated, and contented employee base serves as a cornerstone of our competitive edge in the market. Central to this belief is our confidence in possessing a skilled and seasoned workforce, overseen by both middle and senior management personnel.

As on July 31, 2024, our Company has employed a total of 310 individuals, inclusive of workers, across our plant and office locations. Within our plant, permanent staff members are engaged in various manufacturing activities encompassing machine operations, assembly, maintenance, electrical work, and product testing. Additionally, our workforce extends to roles in quality assurance, as well as the receipt and dispatch of materials, collectively contributing to the smooth operation of our facilities and the delivery of high-quality products to our customers.

Sr. no	Category	No of Employees
1.	Admin	11
2.	Finance & Accounts	9
3.	Human Resource	2
4.	Logistics	4
5.	Maintenance	17
6.	Production	230
7.	Purchase	5
8.	Quality	4
9.	Sales & CRM	7
10.	Store	19
11.	Business Development	2
Total		310

For Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, our employee benefits expense were ₹1,013.35 Lakhs, ₹789.02 Lakhs, and ₹610.02 Lakhs, representing 3.35%, 3.20%, and 4.32%, respectively of our revenue from operations.

Our employees are not unionized into any labor or workers' unions and have not experienced any major work stoppages due to labor disputes or cessation of work in the last 3 Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022. For further information, see "Risk Factors – 35. Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages across various states, and if we are unable to engage new employees at commercially attractive terms." on page 60 of this Red Herring Prospectus.

Environment, Health, and Safety

Our activities are subject to various environmental laws and regulations which govern, among other matters, wastes and employee health and employee safety. For further information, see “*Key Industry Regulations and Policies*” beginning on page 172 of this Red Herring Prospectus. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We are ISO 14001:2015 (Environmental Management System) & ISO 45001:2018 (Occupational Health and Safety Management System) certified. We have complied, and will continue to comply, with all applicable environmental and associated laws, rules, and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see “*Government and Other Statutory Approvals*” beginning on page 250 of this Red Herring Prospectus.


Properties

Lease Properties						
Date of License and Lease	Lessor	Address	Period of Lease	Area	Monthly Rent (₹ in Lakhs)	Purpose
Lease deed dated February 16, 2024	Arvind Conductors Private Limited	B-9, Site. C, UPSIDC Industrial Area, Surajpur, Greater Noida, Gautam Buddha Nagar - 201306, Uttar Pradesh, India	10 Years w.e.f. February 16, 2024	8,066 Sq. Meters	5.00 P.M. to be increased by 10% after every 12 months	Manufacturing facility (Unit II)
Lease deed dated September 22, 2023	Mr. Ram Kumar Gupta	26/36, Upper Ground Floor, East Patel Nagar New Delhi Patel Nagar East, Central Delhi, New Delhi 110008 Delhi, India	11 months w.e.f. September 22, 2023	200 Sq. Yard	0.25 P.M.	Registered Office

Owned Properties					
Address	Seller	Date of Agreement of Sale	Area	Consideration (₹ in Lakhs)	Purpose
A-18, 19, Phase - 2, Near Noida SEZ, Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India	New Okhla Industrial Development Authority	May 5, 1988	2,012 Sq. Meters	₹6.03	Manufacturing facility, Corporate Office, and Head Office
A-21, Phase - 2, Near Noida SEZ, Gautam Buddha Nagar,	New Okhla Industrial Development Authority	July 5, 1994	800 Sq. Meters	₹4.00	Manufacturing facility
Flat No D-702, 7 th Floor, Tower D, Pearls Gateway Towers, Plot No D-3A, Sector- 44 Noida, Gautam Budh Nagar, Uttar Pradesh, India	Mrs. Aditi Agrawal	October 10, 2019	2,97.14 Sq. Meters	₹3,300	Residential Property

In addition, the land on which our manufacturing facilities are located have adequate vacant land allowing us to further expand our capacity to meet the expected increase in demand.

Intellectual Property

Application Number	Status	Classes of Registration	Trademark
6097841	Registered	6	

Domain Name				
Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID, and Address	Creation Date	Registry Expiry Date
https://jaybeelaminations.co.in/	D5084409-IN	M/s. Jay Bee Laminations Private Limited	June 02, 2011	June 02, 2029

For further details please see the chapter titled “Government and Other Statutory Approvals” on page 251 of this Red Herring Prospectus.

Insurance

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies.

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period up to	Policy No.	Sum Insured (₹ in Lakhs)
1.	Chola MS General Insurance	Fire Insurance	Saturday, 31 May 2025	2162/01552978/000/00	6920.00
2.	Chola MS General Insurance	Burglary Insurance	Saturday, 31 May 2025	2948/01415938/000/00	7570.00
3.	Care Health Insurance	Group Medical Insurance	Friday, 13 June 2025	85989783	102.00
4.	Care Health Insurance	Group Personal Accidental	Saturday, 14 June 2025	85989949	170.00
5.	IFFCO TOKIO General Insurance	WC Policy	Wednesday, 5 March 2025	43320960	658.72476
6.	IFFCO TOKIO General Insurance Company Limited	Marine Insurance Policy	Wednesday, 13 November 2024	22G69905	37,700.00

Also see, “Risk Factors – 34. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.” on page 27 of this Red Herring Prospectus.

Awards and Accreditations

Sr. No	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	ISO 9001:2015 Quality Management System	305024031816Q	Quality Research Organization	March 18, 2024	Valid from March 18, 2024, to March 17, 2027
2.	ISO 14001:2015 Environmental Management System	305024031817E	Quality Research Organization	March 18, 2024	Valid from March 18, 2024, to March 17, 2027

Sr. No	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
3.	ISO 45001:2018 Occupational Health and Safety Management System	305024031818HS	Quality Research Organization	March 18, 2024	Valid from March 18, 2024, to March 17, 2027
4.	LEI Certificate	335800DJR3HAKSXEFR79	Legal Entity Identifier India Limited	May 29, 2018	Valid from May 29, 2018, till May 29, 2025
5.	Bureau of Indian Standards (BIS) (Unit – I)	8800094422	Bureau of Indian Standards	May 23, 2024	Valid from June 22, 2024, to June 21, 2026
6.	Bureau of Indian Standards (BIS) (Unit – II)	8800099719	Bureau of Indian Standards	August 03, 2022	Valid from September 23, 2022, to September 22, 2024
7.	Membership certificate with EEPC India (Formerly Engineering Export promotion council) (RCMC)	101/M09877/2021-22	EEPC India (Formerly Engineering Export Promotion Council) EEPC India Northern region	March 06, 2024	Valid from March 06, 2024, till March 31, 2025
8.	Manufacturer Approval Validity Extension	3000000908	Power Grid Corporation of India Limited	July 16, 2020	Valid from July 16, 2020, to January 22, 2027

For further information, see “*History and Certain Corporate Matters – Awards and Accreditations*” on page 180 of this Red Herring Prospectus.

Collaboration

As on date of this Red Herring Prospectus, our Company has not entered into any technical or financial collaboration agreements.

Social Initiatives

We have constituted a Corporate and Social Responsibility Committee of our Board and have adopted and implemented a CSR policy, under which we carry out various CSR activities. Our CSR activities are focused towards promoting education. In the Financial Year ended March 31, 2024, and Financial Year ended March 31, 2023, the total amount spent on corporate social responsibility was ₹16.55 Lakhs, and ₹4.26 Lakhs, respectively.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 248 of this Red Herring Prospectus.

The Companies Act

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder. The Companies Act primarily regulates the formation, financing, functioning, and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial, and managerial aspects of companies. The provisions of the Act state the eligibility, procedure, and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance, and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI Regulations

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market, and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by the SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

Tax Related Regulations

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31st October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states.

Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply, and imports are levied the same taxes as domestic goods and services adhering to the destination-based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring importing or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty, and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administrated by Central Board of Indirect Taxes and Customs under the Ministry of Finance

Regulations related to Foreign Trade and Investment

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder.

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations, and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company

Laws related to Overseas Investment by Indian Entities

Overseas investment by Indian Entities is governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vided notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022, have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy 2023

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023, and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

Business/Trade Related Laws/Regulations

The “One Nation One Grid” for affordable power to states initiated by the Finance Minister Nirmala Sithraman in the union budget 2019. This plan’s motive was to provide free electricity connections to the poor and at a very low cost to others. The above-stated plan was reinstated in a different form after the Prime Minister Narendra Modi launched the Saubhagya-‘Pradhan Mantri Sahaj Bijli Har Ghar Yojana’ in September 2017 which had the primary goal to provide electricity connections to all households in rural and urban areas.

- An indication of a major change in the power distribution sector of India as the two leading public sector businesses namely NTPC and Power grid corporation of India have allied to set up National Electricity Distribution Company.

The Bureau of Indian Standards Act, 2016 (“BIS Act”) and Bureau of Indian Standards Rules, 2018 and amendments thereto

The BIS Act and rules made thereunder establishes, publishes, and regulates national standards to ensure conformity assessment, standardization, and quality assurance of goods, articles, processes, systems, and services. The BIS Act empowers the Bureau of Indian Standards to inspect and monitor the quality of goods and materials to ensure conformity with the BIS Act. In furtherance of such powers, the officials may inspect the premises for evaluating a manufacturer’s compliance with use of standard marks. The BIS Act also enables the central government to appoint any authority to verify the conformity of products and services to a standard and issue certificate of conformity. Further, the BIS Act sets out inter alia, liability for use of standard mark on products that do not conform to the relevant Indian Standard. Under the BIS Act, such products may be recalled from the market.

Steel Scrap Recycling Policy 2019

The Ministry of Steel, Government of India has introduced the Steel Scrap Recycling Policy, 2019 (“Policy”) which envisages a framework to facilitate and promote establishment of metal scrapping centers in India. The policy aims to ensure scientific processing & recycling of ferrous scrap generated from various sources and a variety of products. The policy framework provides standard guidelines for collection, dismantling and shredding activities in an organized, safe, and environmentally sound manner. The policy aims to achieve the following objectives – (i) to promote circular economy in the steel sector, (ii) to promote a formal and scientific collection, dismantling and processing activities for end of life products that are sources of recyclable (ferrous, non-ferrous and other non-metallic) scraps which will lead to resource conservation and energy savings and setting up of an environmentally sound management system for handling ferrous scrap; (iii) processing and recycling of products in an organized, safe and environment friendly manner; (iv) to evolve a responsive ecosystem by involving all stakeholders; (v) to produce high quality ferrous scrap for quality steel production thus minimizing the dependency on imports; (vi) To decongest the Indian cities from ELVs and reuse of ferrous scrap; (vii) to create a mechanism for treating waste streams and residues produced from dismantling and shredding facilities in compliance to Hazardous & Other Wastes (Management & Transboundary Movement) Rules , 2016 issued by MoEF & CC; and (viii) to promote 6Rs principles of reduce, reuse, recycle, recover, redesign and remanufacture through scientific handling, processing and disposal of all types of recyclable scraps including nonferrous scraps, through authorized centers / facility.

National Steel Policy, 2017 (“NSP 2017”)

The NSP 2017, notified on May 8, 2017, seeks to enhance domestic steel consumption, ensure high quality steel production, and create a technologically advanced and globally competitive steel industry in India. As per the NSP 2017, the Ministry of Steel will facilitate research and development in the sector, through the establishment of Steel Research and Technology Mission of India (SRTMI). The initiative is aimed to spearhead research and development of national importance in the iron and steel sector, by utilizing tripartite synergy amongst industry, national research, and development laboratories and academic institutes. The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferro-alloys, land, water, power, infrastructure and logistics, and environmental management. Through policy measures the Ministry of Steel will ensure availability of raw materials such as iron ore, coking coal, natural gas, etc. at competitive rates. The NSP 2017 envisions that in the steel industry, an environment will be created to promote domestic steel and thereby create a scenario where production meets the anticipated pace of growth in consumption, through a technologically advanced and globally competitive steel industry.

Steel and Steel Products (Quality Control) Orders

The Steel and Steel Products (Quality Control) Second Orders are passed in exercise of Section 16 of the Bureau of Indian Standards Act. The Quality Control Second Order provides that no person shall sell, manufacture, distribute or store steel products specified in the schedule thereto unless the products contain a certification mark of the Bureau of Indian Standards by obtaining a certification marks license and conforming to the specified standards. However, this does not apply to steel products manufactured for export which conform to the specifications of the foreign buyer. The Quality Control Second Orders specifies quality specifications for steel for various categories of steel products. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Orders, the latest in force being Steel and Steel Products (Quality Control) Order, 2020.

The Electricity Act 2003

The Electricity Act repealed all the earlier enactments pertaining to the power sector and provides for the requirement of licenses or permission for the activity of generation of power. The Electricity Act mandates that all regulatory commissions should procure certain percentage of power generation from renewable energy sources by all distribution companies. The Electricity Act, inter alia, provides for regulatory interventions for promotion of renewable energy (RE) sources through a) determination of tariff; b) specifying renewable purchase obligation (RPO); c) facilitating grid connectivity and; d) promotion and development of market.

Further with the growth in the requirement of electricity and power and with an aim to meet the power generation and distribution aims, the Power Ministry has proposed Draft Electricity Bill in 2021 which proposes to delicense the distribution and strengthening the dispute resolution mechanism to enhance the sector’s financial viability. The Bill is under consideration with certain major amendments.

The Factories Act, 1948

The Factories Act, 1948 (“Factories Act”) aims at regulating labor employed in factories. A “factory” is defined as any premises whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on. The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places. Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules thereunder rests on the “occupier”, being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any

premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety, and welfare of all workers while they are at work in the factory.

Laws related to Environmental Laws

National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

Environment (Protection) Act, 1986 as amended (“EPA”)

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Public Liability Insurance Act, 1991 (the “PLI Act”) and the Public Liability Insurance Rules, 1991(the “PLI Rules”)

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the PLI Act, the owner or handler is also required to take out an insurance policy insuring against liability. The PLI Act also provides for the establishment of the Environmental Relief Fund, which shall be utilized towards payment of relief granted under the Public Liability Act. The PLI Rules mandate the employer to contribute a sum equal to the premium paid on the insurance policies towards the Environmental Relief Fund.

Laws relating to Intellectual Property

Trademarks Act, 1999

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

Designs Act, 2000

The Designs Act, 2000 along with the Design Rules, 2001 (“Design Laws”) govern design protection in India. The Design Laws were enacted to protect new or original designs from getting misappropriated. A design can only be registered under one specific class. The registered proprietor of the design shall have a copyright in the design for ten years which is extendable for another five years. The Design Laws permit the proprietor to file a suit for recovery of damage and as well as an injunction in the event of piracy of a registered design.

The Patents Act, 1970

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

Laws related to Employment of Manpower

Code on Wages, 2019

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few sections of the Code have yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

The Occupational Safety, Health, and Working Conditions Code, 2020

The Occupational Safety, Health, and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labor (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health, and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health, and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labor, journalists, audio-visual workers, and sales promotion employees.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal, or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the

Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security, and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labor laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

**The Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.*

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death, or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Public Liability Insurance Act, 1991 ("PLI Act")
- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labor (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979

- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labor Regulation and Abolition) Act, 1970 (CLRA) and Contract Labor (Regulation and Abolition) Central Rules, 1971 (Contract Labor Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,

Other General Regulations

State Laws

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Other regulations

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

Property Related Laws

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our company was originally incorporated as a Private Limited under the name “Jay Bee Laminations Private Limited” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Delhi on March 22, 1988. Subsequently, the status of the Company was changed to public limited on July 1, 1994, with the name changed to “Jay Bee Laminations Limited” under Section 43A(1A) of the Companies Act, 1956. Then it was changed back to private limited on November 15, 2002, with the name reverted to “Jay Bee Laminations Private Limited” under Section 43A(2A) of the Companies Act, 1956. Subsequently, the status of the Company was changed to public limited, and the name of our Company was changed to “Jay Bee Laminations Limited” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on October 23, 2023. The fresh certificate of incorporation consequent to conversion was issued on November 03, 2023, by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U22222DL1988PLC031038.

Mr. Tarachand Aggarwal, Mr. Anil Kumar Aggarwal and Mr. Munish Kumar Aggarwal were the initial subscribers to the Memorandum of Association of our Company. Mr. Munish Kumar Aggarwal, Mr. Mudit Aggarwal and Ms. Sunita Aggarwal are the current promoters of our company. For further details of our promoters please refer the chapter titled “*Our Promoters and Promoter Group*” beginning on page 200 of this Red Herring Prospectus.

Established in 1988, Jay Bee Laminations Limited, currently manufactures and supplies range of products such as electrical laminations, slit coils, and assembled cores made of Cold Rolled Grain Oriented Silicon steel and Cold-Rolled Non-Grain-Oriented Steel for applications in transformers, UPS, and inverters, for end-use in power industry.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 149, 129, 184, 209 and 217 respectively of this Red Herring Prospectus.

Our Company has 7 (Seven) shareholders as on the date of filing of this Red Herring Prospectus.

Changes in the Registered Office of our Company

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
7 A/3, Friends Colony (west), New Delhi – 110065, Delhi, India	C – 83, First Floor, Lajpat Nagar – 1, New Delhi – 110024, Delhi, India	June 20, 2006	Administration purpose
C – 83, First Floor, Lajpat Nagar – 1, New Delhi – 110024, Delhi, India	26/36, Ground Floor East Patel Nagar West Delhi, New Delhi - 110008, Delhi, India.	June 01, 2010	Administration purpose
26/36, Ground Floor East Patel Nagar West Delhi, New Delhi - 110008, Delhi, India.	House No-5, Prem Nagar Market Thyagraj Nagar New Delhi - 110003, Delhi India.	May 1, 2013	Administration purpose
House No-5, Prem Nagar Market Thyagraj Nagar New Delhi - 110003, Delhi India.	26/36 Base East Patel Nagar New Delhi - 110008, Delhi, India.	April 24, 2019	Administration purpose
26/36 Base East Patel Nagar New Delhi - 110008, Delhi, India.	26/36, Upper Ground Floor, East Patel Nagar, New Delhi Patel Nagar East, Central Delhi, New Delhi, Delhi- 110008, India	September 22, 2023	Administration purpose

Major Events in the History of our Company

Year	Key Events/Milestones/Achievements
1988	Incorporation of our Company as private limited company
1995	Started Engaging in Exports
2011	Received ISO 9001: 2015 issued by QA International Certification Limited

Year	Key Events/Milestones/Achievements
2014	Became approved by PSPCL (Punjab State Power Corporation Limited) as vendor of CRGO Cores
2015	Our company has crossed an annual revenue of ₹100.00 Cr
2016	Became approved by PGCIL (Power Grid Corporation of India Limited) as vendor of CRGO Cores
2017	Started operations in Unit II
2021	Certificate of Conformity from BIS for Stampings/Laminations/Cores of Transformers
2022	Became one star export house recognized by Ministry of Commerce & Industry
2023	Our company has crossed an annual revenue of ₹200.00 Cr
2023	Conversion of our Company from Private Limited to Public Limited Company
2024	Received ISO 14001: 2015 issued by Quality Research Organization
2024	Received ISO 45001: 2018 issued by Quality Research Organization

Main Objects of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the manufacturing and trading of CRGO laminations for use in electric transformer industry.
2. To carry on the business as importers, exporters, assemblers, dealers in equipment, machineries systems and accessories used in production, regulations and control of electricity such as uninterrupted power supply systems, transformers of all sizes, shapes and descriptions, voltage regulators and conductors.
3. To set cold/hot wire and strip drawing unit from ferrous and non-ferrous metals and to set up electro/hot dip galvanizing plant for ferrous metals in connection with business referred in paragraph (1) above.
4. To act as general export house in respect of the business of the company referred to in Para (1) to (3) above.
5. To act as agents for foreign manufacturers, suppliers or any consortium of foreign manufacturers and suppliers and to arrange for the supply of all types of machineries, equipment, and deal in raw materials in India or abroad and to arrange foreign collaboration in connection with the business of the Company referred to in Paras (1) to (3) above.

Amendments to the Memorandum Of Association of our Company in the last 10 Years

The following changes have been made in the Memorandum of Association of our Company in last ten (10) years:

Date of Meeting	Type	Nature of Amendment
September 25, 2023	EOGM	Alteration in Capital Clause: The authorized share capital was further increased from ₹300.00 Lakhs divided into 3,00,000 Equity Shares of ₹100/- each to ₹2,500.00 Lakhs divided into 25,00,000 Equity Shares of ₹100/- each The authorized share capital was split/sub-divided in the face value of its equity shares from ₹100/- to ₹10/- each
October 23, 2023	EOGM	Alteration in Name Clause pursuant to conversion: Change in the name clause from “Jay Bee Laminations Private Limited” to “Jay Bee Laminations Limited”
October 23, 2023	EOGM	Alteration in Object Clause: Adoption of amended Memorandum of Association to alter the object clause in line with requirements of the Companies Act, 2013

Our Holding Company

As on the date of this Red Herring Prospectus, our Company does not have any Holding Company.

Our Subsidiary Company

As on the date of this Red Herring Prospectus, our Company does not have any Subsidiary Company.

Acquisition Of Businesses/Undertakings, Merger, Amalgamation Or Revaluation Of Assets In Last 10 Years

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation, or revaluation of assets in the last ten years except as mentioned under the Major Events table forming part of this chapter.

Significant Financial Or Strategic Partnerships

We do not have any financial or strategic partnerships as on the date of this Red Herring Prospectus.

Lock Outs And Strikes

There have been no lock outs or strikes at any of the location of our Company as on the date of this Red Herring Prospectus.

Time/Cost Overrun In Setting Up Projects

There has been no time and cost overruns in the Company as on date of this Red Herring Prospectus.

Launch Of Key Products Or Services, Entry Or Exit In New Geographies

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 149 of this Red Herring Prospectus.

Changes In The Activities Of Our Company During The Last Five Years

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Defaults Or Rescheduling Of Borrowings With Financial Institutions/Banks

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Red Herring Prospectus.

Joint Ventures

As on the date of this Red Herring Prospectus, there are no joint ventures of our Company.

Shareholders’ Agreement

Our Company has not entered into any Shareholders Agreement as on the date of this Red Herring Prospectus.

Agreements With Key Managerial Personnel, Senior Management, Director, Promoters Or Any Other Employee

Neither our Promoters, nor any of the Key Managerial Personnel, Senior Management, Directors, or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

Guarantees Given By Our Promoters

As on the date of this Red Herring Prospectus, our Promoters have given personal guarantees towards contractual obligations in respect of loans and borrowings availed by our Company.

Material Agreements

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any material agreement / contract as on the date of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, there are no other agreements, arrangements, clauses, or covenants which are material, and which need to be disclosed, other than those already disclosed in the offer document. Non-disclosure of any additional agreements, arrangements, clauses, or covenants will not have any bearing on the investment decision of prospective investors.

Strategic Partners

As of the date of this Red Herring Prospectus, our Company does not have any Strategic Partners.

Financial Partners

As on the date of this Red Herring Prospectus, our Company does not have any other financial partners.

Material Findings/ Observations from Inspection

As on the date of this Red Herring Prospectus, are no findings or observations from any inspections conducted by NSE or any other regulator that are material and need to be disclosed, other than those already disclosed in the offer document. The non-disclosure of any additional findings or observations will not have any bearing on the investment decision of prospective investors.

OUR MANAGEMENT

Board Of Directors

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Red Herring Prospectus, our Company has 6 (Six) Directors on the Board, 1 (One) as Managing Director, 1 (One) as Chairman & Whole time Director, 1 (one) as Executive Director who will be woman director and 3 (Three) as Non-Executive Independent Director.

The details of the Directors are as mentioned in the below table:

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Name: Mr. Munish Kumar Aggarwal</p> <p>Father's Name: Mr. Tara Chand Aggarwal</p> <p>Age: 62 years</p> <p>Date of Birth: May 22, 1962</p> <p>Designation: Chairman & Whole time Director</p> <p>Address: D PH-802, Pearl Getewe Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: as Appointed as Whole time Director with effect from October 04, 2021, for a period of 5 years</p> <p>DIN: 00466023</p>	<p>Appointed as Executive Director of the Company on March 23, 1988, and subsequently resigned from board on June 04, 2012, and further was appointed as an Additional Director on April 01, 2014, and redesignated as director on August 18, 2014.</p> <p>Redesignated as Whole Time Director on October 04, 2021</p> <p>Also appointed as Chairman on November 07, 2023, with effect from November 07, 2023</p>	<p>HMTD Engineering Private Limited</p> <p>M.S. Stampings Private Limited</p>
<p>Name: Mr. Mudit Aggarwal</p> <p>Father's Name: Mr. Munish Kumar Aggarwal</p> <p>Age: 35 years</p> <p>Date of Birth: November 27, 1988</p> <p>Designation: Managing Director</p> <p>Address: D PH-2, Pearl Geteway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Appointed as Managing Director with effect from November 08, 2023, for a period of 5 years</p> <p>DIN: 01324169</p>	<p>Appointed as Additional Director of the Company on May 10, 2012, and redesignated as Director of the company on December 23, 2020, and further redesignated as Whole Time Director on October 04, 2021</p> <p>Appointed as Managing Director on November 08, 2023, with effect from November 08, 2023</p>	<p>M.S. Stampings Private Limited</p> <p>Holy Fit LLP</p>

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Name: Ms. Sunita Aggarwal</p> <p>Father's Name: Mr. Om Prakash Jindal</p> <p>Age: 59 years</p> <p>Date of Birth: July 25, 1965</p> <p>Designation: Executive Director</p> <p>Address: D PH-2, 802, Pearl Getaway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 00465983</p>	<p>Appointed as Executive Director of the Company on May 22, 1993, and subsequently resigned on August 26, 2019, and again was appointed as an additional director on September 08, 2023, and regularized as Executive director on September 20, 2023</p>	<p>Nil</p>
<p>Name: Mr. Atul Ladha</p> <p>Father's Name: Mr. Gopal Das Ladha</p> <p>Age: 57 years</p> <p>Date of Birth: September 16, 1966</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: GF-2, Pearls Gateway Towers, Sector-44, Gautam Buddha Nagar, Noida-201301, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Appointed as Independent Director with effect from November 08, 2023, for a period of 5 years</p> <p>DIN: 00978072</p>	<p>Appointed as Non-Executive Independent Director of the Company on November 08, 2023</p>	<p>Sunrise Tanks Private Limited</p> <p>Gwalior Chambal Federation of Industries</p> <p>Ladha Real Estate Private Limited</p> <p>Vectus Polymers Private Limited</p> <p>Shivangi Polymers LLP</p>
<p>Name: Mr. Arun Kumar Verma</p> <p>Father's Name: Mr. Gian Chand Verma</p> <p>Age: 65 years</p> <p>Date of Birth: April 07, 1959</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: House Number - 698, Rajesh Nagar, Jassian Road, Haibowal Kalan, Ludhiana, Punjab – 141001, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p>	<p>Appointed as Non-Executive Independent Director on November 08, 2023</p>	<p>Nil</p>

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
Term: Appointed as Independent Director with effect from November 08, 2023, for a period of 5 years DIN: 08705619		
Name: Mr. Yogendra Kumar Gupta Father's Name: Mr. Jagdish Prakash Gupta Age: 71 years Date of Birth: June 25, 1953 Designation: Non-Executive Independent Director Address: A-77A Ashok Nagar, Ghaziabad-201001, Uttar Pradesh, India Occupation: Business Nationality: Indian Term: Appointed as Independent Director with effect from November 08, 2023, for a period of 5 years DIN: 07029287	Appointed as Non-Executive Independent Director on November 08, 2023	G5 HR Management Private Limited

Brief Profile Of Our Directors

Mr. Munish Kumar Aggarwal, aged 62 years, is the Promoter, Chairman & Whole Time Director of our Company. He has completed 10th Grade. In his previous stint he was associated with transformer manufacturing Distribution Partnership Firm as a Partner in Jaybee Industries, Bathinda, Partner in Jaybee Industries Panchkula. Currently he is associated as a Director and majority shareholder of HMTD Engineering Private Limited, Mumbai and also been associated with our company as Director since incorporation. He has 35 years of experience in our own company and 12 years of experience as director in HMTD Engineering Private Limited, 17 years of experience as a partner in Jaybee Industries, Bhatinda, and 20 years of experience as partner in Jaybee Industries, Panchkula. He oversees the strategic growth initiatives, expansion plans and finance of the Company. Due to his rich & vast experience in the Transformer Industry, he also holds personal goodwill amongst reputed Customers and overseas Sales and Marketing

Mr. Mudit Aggarwal, aged 35 years, is the Promoter and Managing Director of our Company. He holds degree of Master of Science in Engineering Management Systems from Columbia University, New York City. He also completed Business Management (summer program) from Cornell University, Ithaca, New York. In his previous stint he was associated with HMTD Engineering Private Limited, Mumbai for short term project. Currently he has been associated as a trustee in Parkshala NGO, Noida and also been associated with our company as Director since 2012 and continues his association till date. He has over total 11 years of experience in our company and 6 months of experience in HMTD for short term project and 6 years' experience as a trustee in Parkshala. Being technically sound in both Engineering and Management, He oversees overall Business Operations of our company and is responsible for Product Quality, Operational Efficiencies, Business Development and Strategy Execution which includes purchase, production, logistics and sales strategies for our Products.

Ms. Sunita Aggarwal, aged 59 years, is the Promoter and Executive Director of our Company. She holds Post-Graduate Diploma degree in Dress Designing from Punjab University. She was associated with our company as a Director since 1993 to 2019 and then again was appointed as a Director in 2023 and still in association as a Director. She has more than 26 years of experience in the field of Human Resources and Administration of our company.

Mr. Atul Ladha, aged 57 years, serves as an Independent Director of our Company. He holds a Bachelor's of Commerce Degree from Jiwaji University (Gwalior, Madhya Pradesh). Previously, he was a director at Wavin Industries Limited (formerly known as Vectus Industries Limited) for over 16 years. He brings more than 16 years of experience in the pipe and plastics industry.

Mr. Arun Kumar Verma, aged 65 years, is the Non-Executive Independent Director of our Company. A seasoned & astute banker, he is an Associate of Indian Institute of Banking & Finance, Mumbai, and he has completed Diploma in Banking Technology from Indian Institute of Banking & Finance. He holds a Bachelor's degree and a Post Graduate degree in Science (Agriculture, Entomology & Apiculture). He has also completed Bachelor degree of Law. He is well experienced in the banking sector. He was associated with Canara Bank (HO Bangalore) for 37 years.

Mr. Yogendra Kumar Gupta, aged 71 years, is the Non-Executive Independent Director of our Company. He holds Bachelor of Laws degree from Meerut University, Master of Arts from Agra University, and Bachelor of Science from Agra University. He was associated with Bharat Electronics Limited (Ministry of Defence Organisation) from 1980 to 2013. Currently he is serving as a director in G5 HR Management Private Limited.

Confirmations

As on the date of this Red Herring Prospectus:

- None of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013, except for that:
 - Mr. Munish Kumar Aggarwal and Mr. Mudit Aggarwal are father-son.
 - Mr. Munish Kumar Aggarwal and Ms. Sunita Aggarwal are spouses to each other.
 - Ms. Sunita Aggarwal and Mr. Mudit Aggarwal are mother son.
- There are no arrangements or understanding with major shareholders, customers, suppliers, or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a willful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI (ICDR) Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a promoters or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce them to become or to help them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Details Of Borrowing Powers

Pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of our Company held on November 08, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company are authorized to borrow monies from time to time, with or without security, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹20,000.00 Lakhs.

Remuneration Of Our Directors

Mr. Munish Kumar Aggarwal

Mr. Munish Kumar Aggarwal has been a Director on the Board of our Company since March 22, 1988. He was appointed as Whole time Director of the Company pursuant to a Board resolution dated October 04, 2021, and Shareholder's resolution dated October 04, 2021, for a period of 5 years with effect from October 04, 2021. His Remuneration was fixed by the Company pursuant to a Board Resolution dated November 07, 2023, and Shareholder's resolution dated November 08, 2023. The following table sets forth the terms of appointment of Mr. Munish Kumar Aggarwal:

Particulars	Terms of remuneration
Remuneration	Up to ₹132.00 Lakhs per annum
Perquisites	Medical Expenses Reimbursement; Club Fees; Encashment of leave; Reimbursement of actual traveling and entertainment expenses; Reimbursement of expenses on mobile and landline phone at residence; Provision of Company's car with driver; Provident Fund, Superannuation benefits and Gratuity
Retirement benefits	Gratuity shall be payable in accordance with the rules of the companies Act and Gratuity rule. Earned leave and its encashment shall be as per rules of the Company
Other benefits	N.A.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not be exceed the limit set out under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the central Government, if required, or any other approvals as may be required under law

In the Financial Year ended March 31, 2024, he received an aggregate remuneration of ₹132.00 Lakhs.

Mr. Mudit Aggarwal

Mr. Mudit Aggarwal has been a Director on the Board of our Company since May 10, 2012, and was appointed as Managing Director of the Company pursuant to a Board resolution dated November 07, 2023, and Shareholder's resolution dated November 08, 2023, for a period of 5 years with effect from November 08, 2023. The following table sets forth the terms of appointment of Mr. Mudit Aggarwal:

Particulars	Terms of remuneration
Remuneration	Up to ₹30.00 Lakhs per annum
Perquisites	Medical Expenses Reimbursement; Club Fees; Encashment of leave; Reimbursement of actual traveling and entertainment expenses; Reimbursement of expenses on mobile and landline phone at residence; Provision of Company's car with driver; Provident Fund, Superannuation benefits and Gratuity
Retirement benefits	Gratuity shall be payable in accordance with the rules of the companies Act and Gratuity rule. Earned leave and its encashment shall be as per rules of the Company
Other benefits	N.A.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not be exceed the limit set out under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the central Government, if required, or any other approvals as may be required under law

In the Financial Year ended March 31, 2024, he received an aggregate remuneration of ₹30.00 Lakhs.

Ms. Sunita Aggarwal

Ms. Sunita Aggarwal has been a Director on the Board of our Company since May 22, 1993. She was regularized and appointed as Executive Director of the Company pursuant to an Annual General Meeting resolution dated September 20, 2023. Her Remuneration was fixed by the Company pursuant to a Board Resolution dated November 07, 2023, and Shareholder's resolution dated November 08, 2023. The following table sets forth the terms of appointment of Ms. Sunita Aggarwal:

Particulars	Terms of remuneration
Remuneration	Up to ₹30.00 Lakhs per annum
Perquisites	Medical Expenses Reimbursement; Club Fees; Encashment of leave; Reimbursement of actual traveling and entertainment expenses; Reimbursement of expenses on mobile and landline phone at residence; Provision of Company's car with driver; Provident Fund, Superannuation benefits and Gratuity
Retirement benefits	Gratuity shall be payable in accordance with the rules of the companies Act and Gratuity rule. Earned leave and its encashment shall be as per rules of the Company
Other benefits	N.A.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not be exceed the limit set out under sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act,2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the central Government, if required, or any other approvals as may be required under law

In the Financial Year ended March 31, 2024, she received an aggregate remuneration of ₹30.00 Lakhs.

Sitting Fees

Pursuant to the Resolution passed by the Board of Directors of our Company on November 07, 2023, the Non-Executive Independent Directors of our Company would be entitled to a sitting fee of ₹15,000/- with effect from November 07, 2023, for attending every meeting of Board and committees thereof.

Payment Of Benefits (Non-Salary Related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

Contingent And Deferred Compensation Payable To Director

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

Bonus or Profit-Sharing Plan For The Directors

None of the Directors are party to any bonus or profit-sharing plan of our Company.

Shareholding Of Our Directors

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Red Herring Prospectus are as follows:

Sr. No.	Name of the Director	No. of Equity Shares of face value of ₹10.00/- each	Percentage of Pre- Offer Capital (%)
1.	Mr. Mudit Aggarwal	10,92,600	6.07%
2.	Mr. Munish Kumar Aggarwal	1,38,02,400	76.69%
3.	Ms. Sunita Aggarwal	23,76,600	13.21%
4.	Mr. Atul Ladha	Nil	Nil
5.	Mr. Arun Kumar Verma	Nil	Nil
6.	Mr. Yogendra Kumar Gupta	Nil	Nil

Interest Of Our Directors

All our directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof payable to them.

Further our directors may be deemed to be interested to the extent of shareholding held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For the shareholding of the Directors, please refer chapter titled “*Our Management – Shareholding of our Directors*” on page 184 of this Red Herring Prospectus.

Further, relatives of certain of our directors are also shareholders and / or employees of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company and dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see “*Restated Financial Statements – Annexure IX - Related Party Transactions*” on page F - 23of this Red Herring Prospectus.

Except mentioned in the Restated Financial Statements, no loans have been availed or extended by our directors from or to, our Company.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 149 of this Red Herring Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 149 and 209 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Except Mr. Mudit Aggarwal, Mr. Munish Kumar Aggarwal, and Ms. Sunita Aggarwal, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

Changes In Our Board Of Directors During The Last Three Years

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Reason for Change
1.	Mr. Mudit Aggarwal	November 08, 2023	Appointed as Managing Director of our company
2.	Mr. Munish Kumar Aggarwal	November 07, 2023	Appointed as Chairman

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Reason for Change
3.	Mr. Atul Ladha	November 08, 2023	Appointed as Non-Executive Independent Director of our company
4.	Mr. Arun Kumar Verma	November 08, 2023	Appointed as Non-Executive Independent Director of our company
5.	Mr. Yogendra Kumar Gupta	November 08, 2023	Appointed as Non-Executive Independent Director of our company
6.	Ms. Sunita Aggarwal	September 20, 2023	Regularized as Executive Director of the Company
7.	Ms. Sunita Aggarwal	September 08, 2023	Appointed as Additional Director of the Company
8.	Mr. Munish Kumar Aggarwal	October 04, 2021	Re-designated as Whole time Director of our company
9.	Mr. Mudit Aggarwal	October 04, 2021	Re-designated as Whole time Director of our company

Corporate Governance

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Red Herring Prospectus, our Company has 6 (Six) Directors on the Board, 1 (One) as Managing Director, 1 (One) as Chairman & Whole time Director, 1 (one) as Executive Director who will be woman director and 3 (Three) as Non-Executive Independent Director.

Committees Of The Board Of Directors

Our Board of Directors presently has four committees which have been constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, (iii) Corporate Social Responsibility Committee and (iv) Nomination and Remuneration Committee.

(i) Audit Committee

Our Board has constituted the Audit Committee vide Board Resolution dated November 09, 2023, which was in accordance with Section 177 of the Companies Act, 2013.

The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Atul Ladha	Non-Executive Independent Director	Chairman
Mr. Arun Kumar Verma	Non-Executive Independent Director	Member
Mr. Munish Kumar Aggarwal	Chairman & Whole Time Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee. The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Qualifications in the draft audit report;
5. Reviewing with the management the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, whenever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc.;

21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Ind AS 24, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal, and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting of Audit Committee and Relevant Quorum

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(ii) **Stakeholders' Relationship Committee**

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated November 09, 2023, pursuant to Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Atul Ladha	Non-Executive Independent Director	Chairman
Mr. Arun Kumar Verma	Non-Executive Independent Director	Member
Mr. Mudit Aggarwal	Managing Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors, and its terms of reference include the following:

1. resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. review of measures taken for effective exercise of voting rights by shareholders;
3. review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. approve, register, refuse to register transfer or transmission of shares and other securities;
7. sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. allotment and listing of shares;
9. authorize affixation of common seal of the Company;
10. issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. dematerialize or rematerialize the issued shares;
13. ensure proper and timely attendance and redressal of investor queries and grievances;
14. carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The stakeholders' Relationship committee shall meet at as and when required and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

(iii) Corporate Social Responsibility Committee

Our Board has reconstituted the Corporate Social Responsibility Committee vide Board Resolution dated November 07, 2023, pursuant to Section 135 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Corporate Social Responsibility Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Munish Kumar Aggarwal	Whole time Director	Chairman
Mr. Mudit Aggarwal	Managing Director	Member
Mr. Yogendra Kumar Gupta	Non-Executive Independent Director	Member

- **Tenure:** The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Corporate Social Responsibility Committee as approved by the Board.
- **Meetings:** The Corporate Social Responsibility Committee shall meet at least once in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.
- **Duties of the CSR Committee:** The CSR Committee will formulate and recommend a CSR policy to the Board. CSR policy shall point out the activities to be undertaken by the company as enumerated in Schedule VII of the Act. CSR Committee will recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company. CSR Committee will monitor the CSR policy of the company from time to time. The CSR Committee will establish a transparent controlling mechanism for the implementation of the CSR projects or programs or activities undertaken by the company.
- **List of Permitted CSR Activities:** The Board of Directors shall ensure that the activities included by a company in its CSR Policy fall within the purview of the activities included in schedule VII of the Act.

(iv) Nomination and Remuneration Committee

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated November 09, 2023, pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Atul Ladha	Non-Executive Independent Director	Chairman
Mr. Arun Kumar Verma	Non-Executive Independent Director	Member
Mr. Yogendra Kumar Gupta	Non-Executive Independent Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i) use the services of an external agencies, if required;
 - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;

4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

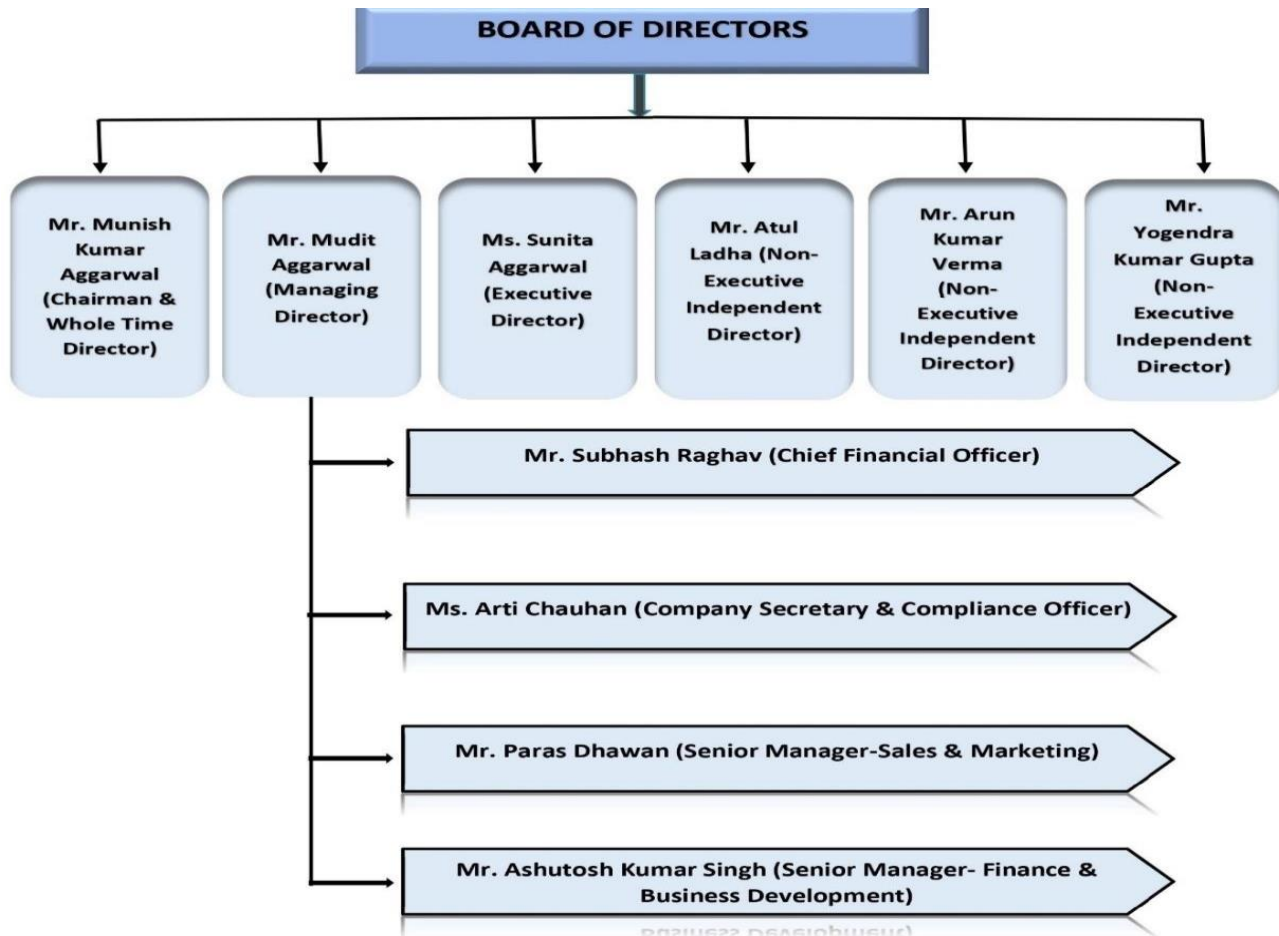
Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

Policy On Disclosures And Internal Procedure For Prevention Of Insider Trading

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the NSE Emerge. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring, and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

Organizational Structure



KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

Key Managerial Personnel of our Company:

Mr. Mudit Aggarwal is the Managing Director of the Company and Mr. Munish Kumar Aggarwal is the Chairman & Whole Time Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 186 of this Red Herring Prospectus.

Mr. Subhash Raghav, aged 60 years, is the Chief Financial Officer of our Company with effect from November 07, 2023. He holds a Bachelor’s Degree in Science from Meerut University. He is associated with our company since 1991 and continues to be associated till date. He is responsible for accounting and finance, related matters of our Company from the inception of the organization and has around 32 years of experience in finance and accounting industry. He was paid ₹9.94/- Lakhs as remuneration in the Financial Year ended March 31, 2024.

Ms. Arti Chauhan, aged 29 years, is the Company Secretary and Compliance Officer of our Company with effect from November 07, 2023. She has completed her graduation from Ch. Charan Singh University, Meerut and is an Associate member of the Institute of Company Secretaries of India. She has a sound experience in secretarial and compliance related matters. She was previously associated with Muskan Medical Centre Private Limited as a Company Secretary. She has more than 1 year of experience in Secretarial matter. She was paid 1.92 Lakhs as remuneration in the Financial Year ended March 31, 2024.

Senior Management Personnel of our Company

In addition to the above, the details of our other Senior Management Personnel in terms of the SEBI (ICDR) Regulations, as of the date of this Red Herring Prospectus are set forth below:

Mr. Ashutosh Kumar Singh, aged 35 years, is the Senior Manager- Finance & Business Development of our Company. He joined our Company in the year 2023 and is responsible for Finance and Business Development of our company. He holds degrees in Bachelors of Commerce (Hons.) from Lalit Narayan Mithila University, Darbhanga, Bihar, Master of Commerce from Vinayaka Missions Sikkim University, Gangtok, Sikkim, and pursuing MBA from Manipal University, Jaipur online. He has 7 years of experience in the fields of Accounts, Receivables, Collection, Credit Risk Management, Banking Operations, Credit risk management and Corporate Insurance. In his previous stint he was associated with NLMK India Service Centre Private Limited (Subsidiary of NLMK Group-Russia), Prime mover Mobility Technologies Private Limited, Trade pass Technology Services Private Limited on various roles. He was paid 10.21 Lakhs as remuneration in the Financial Year ended March 31, 2024.

Mr. Paras Dhawan, aged 43 years, is the Senior Manager- Sales & Marketing of our Company. He joined our Company in July 2012 and is responsible for implementing commercial strategies of our company. He has completed his Master of Business Administration (Executive) from Amity University, Uttar Pradesh. He has 11 years of experience in the fields of industry in which our company operates. He has a proven track record in key account management, strategic sales planning, and team leadership. He was paid ₹18.48/- Lakhs as remuneration in the Financial Year ended March 31, 2024.

Status Of Our Key Managerial Personnel And Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship Between Our Directors, Key Managerial Personnel And Senior Management

None of our directors are related to each other or to our Key Managerial Personnel and Senior Management.

Shareholding Of The Key Management Personnel And Senior Management

Except for the following, none of our KMPs or senior management hold any shares of our Company as on the date of this Red Herring Prospectus.

Sr. No.	Name of the Director	Designation	No. of Equity Shares of face value of ₹10.00/- each	Percentage of Pre- Offer Capital (%)
1.	Mr. Mudit Aggarwal	Managing Director	1,092,600	6.07%
2.	Mr. Munish Kumar Aggarwal	Chairman & Whole time Director	13,802,400	76.69%

Service Contracts With Key Managerial Personnel And Senior Management

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

Interest Of Key Managerial Personnel And Senior Management

None of our Key Management Personnel or Senior Management has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares in future.

Arrangement Or Understanding With Major Shareholders/ Customers/ Suppliers

There is no arrangement or understanding with major shareholders, customers, suppliers, or others, pursuant to which any of our Key Managerial Personnel or senior management have been selected as the Key Managerial Personnel or senior management of our Company.

Bonus Or Profit-Sharing Plan Of The Key Management Personnel And Senior Management

There is no profit-sharing plan for the Key Managerial Personnel or senior management. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

Contingent And Deferred Compensation Payable To Our Key Managerial Personnel And Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel and senior management, which form part of their remuneration.

Employee Share Purchase And Employee Stock Option Plan

Our Company does not have an employee stock option scheme as on the date of this Red Herring Prospectus.

Payment Or Benefit To Our Key Managerial Personnel And Senior Management

No non salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

Changes Of Our Key Managerial Personnel And Senior Management

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Red Herring Prospectus are set forth below:

Name	Designation	Date of Appointment/ Change in designation	Reason for Change
Mr. Mudit Aggarwal	Managing Director	November 08, 2023	Appointed as Managing Director of our company
Mr. Munish Kumar Aggarwal	Chairman and Whole time Director	November 07, 2023	Appointed as Chairman
Mr. Subhash Raghav	Chief Financial Officer	November 07, 2023	Appointed as Chief Financial Officer
Ms. Arti Chauhan	Company Secretary and Compliance Officer	November 07, 2023	Appointed as Company Secretary and Compliance Officer
Mr. Ashutosh Kumar Singh	Senior Manager- Finance & Business Development	November 07, 2023	Appointed as Senior Management Personnel
Mr. Paras Dhawan	Senior Manager-Sales & Marketing	November 07, 2023	Appointed as Senior Management Personnel
Mr. Munish Kumar Aggarwal	Chairman and Whole time Director	October 04, 2021	Re-designated as Whole time Director of our company
Mr. Mudit Aggarwal	Managing Director	October 04, 2021	Re-designated as Whole time Director of our company



Attrition Of Key Managerial Personnel And Senior Management


The attrition of Key Managerial Personnel and Senior Management is not high in our Company compared to the industry.

OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Red Herring Prospectus, Mr. Mudit Aggarwal, Mr. Munish Kumar Aggarwal, and Ms. Sunita Aggarwal holds 1,72,71,600 Equity Shares of face value of ₹10.00/- each which constitute 95.97% of the issued and paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post-Offer paid-up equity share capital of our Company.

The details of our Promoters are as under:

Mr. Munish Kumar Aggarwal, Promoter	
	<p>Mr. Munish Kumar Aggarwal, aged 62 years, is the Promoter, Chairman & Whole Time Director of our Company. For the complete profile of our promoter, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management</i>” on page 184 of this Red Herring Prospectus.</p> <p>Date of Birth: 22/05/1962</p> <p>Nationality: Indian</p> <p>PAN: AAJPA6751D</p> <p>Residential Address: D PH-802, Pearl Getaway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India</p> <p>Other Interests</p> <ul style="list-style-type: none"> ➤ HMTD Engineering Private Limited ➤ M.S. Stampings Private Limited <p>For the complete profile of our promoter, along with details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management</i>” on page 184 of this Red Herring Prospectus.</p>
Mr. Mudit Aggarwal, Promoter	
	<p>Mr. Mudit Aggarwal, aged 35 years, is the Promoter and Managing Director of our Company. For the complete profile of our promoter, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management</i>” on page 184 of this Red Herring Prospectus.</p> <p>Date of Birth: 27/11/1988</p> <p>Nationality: Indian</p> <p>PAN: AJJPA5991Q</p> <p>Residential Address: D PH-2, Pearl Getaway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India</p> <p>Other Interests</p> <ul style="list-style-type: none"> ➤ M.S. Stampings Private Limited ➤ Holy Fit LLP ➤ Parkshala

	For the complete profile of our promoter, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “ <i>Our Management</i> ” on page 184 of this Red Herring Prospectus.
Ms. Sunita Aggarwal, Promoter	
	<p>Ms. Sunita Aggarwal, aged 59 years, is the Promoter, Executive Director of our Company. For the complete profile of our promoter, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management</i>” on page 186 of this Red Herring Prospectus.</p> <p>Date of Birth: 25/07/1965</p> <p>Nationality: Indian</p> <p>PAN: AACPA6182D</p> <p>Residential Address: D PH-2, 802, Pearl Getaway Towers, Sector-44, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, India</p> <p>Other Interests: Nil</p> <p>For the complete profile of our promoter, along with details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “<i>Our Management</i>” on page 186 of this Red Herring Prospectus</p>

Confirmations/Declaration

1. We confirm that the Permanent Account Number, Bank Account Number, Aadhar Card Number, Passport Number and Driving License of our Promoters have been submitted to the NSE at the time of filing of this Red Herring Prospectus. One of our Promoters, Mr. Munish Kumar Aggarwal has confirmed that he has not renewed his Driving License as on the date of this Red Herring Prospectus.
2. Present Promoters of Our Company are Mr. Mudit Aggarwal, Mr. Munish Kumar Aggarwal, and Ms. Sunita Aggarwal. Initial subscribers to the MoA of our Company were Mr. Tara Chand Aggarwal, Mr. Anil Kumar Aggarwal, and Mr. Munish Kumar Aggarwal. For details of the shareholding acquired by the current promoters of our Company refer the capital build-up of our Promoter under chapter “*Capital Structure*” beginning on page 104 of this Red Herring Prospectus.
3. None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:
 - Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling, or dealing in securities under any order or direction passed by SEBI or any other authority or
 - Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
 - No material regulatory or disciplinary action is taken by stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
 - There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company, and Company promoted by the promoters during the past three years.
4. None of our Promoter, person in control of our Company is or have ever been a promoter, director, or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

5. The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 240 of this Red Herring Prospectus.

Change In Control Of Our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Red Herring Prospectus.

Experience Of Our Promoters In The Business Of Our Company

For details in relation to experience of our Promoters in the business of our Company, please refer “*Our Management*” on page 184 of this Red Herring Prospectus.

interest of our promoters

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 93, 209 and 191 of this Red Herring Prospectus.

Except as stated otherwise in this Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled “*Restated Financial Statements*” beginning on page 209 of this Red Herring Prospectus.

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled “*Capital Structure*” on page 93 of this Red Herring Prospectus.

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 170 and 209 respectively, of this Red Herring Prospectus, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Red Herring Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 191 of this Red Herring Prospectus Our Promoters does not have any interest in any land or property acquired by our Company in the three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to him or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters who are also the Directors of our Company may be deemed to be interested to the extent of remuneration, commission, and reimbursement of expenses payable to them as per the terms of his appointment, the Articles of Association of our Company, and relevant provisions of Companies Act. For further information on our Promoter’ compensation and other details please refer to the chapter titled “*Our Management*” on page 189 of this Red Herring Prospectus.

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 149, 180, 184 and 209 respectively, our Promoters do not have any other interest in our Company.

Common Pursuits Of Our Promoters

Except as disclosed above, our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

Payment Of Amounts Or Benefits To The Promoters Or Promoter Group During The Last Two Years

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 209 of this Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or members of our Promoter Group.

Material Guarantees

Except as stated in the chapter titled “*Our Promoters and Promoters Group*” and “*Restated Financial Statements*” beginning on pages 204 and 209 of this Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

Further, one of our Promoter have given personal guarantee for the borrowings availed by our Company.

Our Promoter Group

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, the following individuals and entities shall form part of our Promoter group:

a. Natural Persons who are Part of the Promoter group

As per Regulation 2(1) (pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

Relationship	Mr. Mudit Aggarwal	Mr. Munish Kumar Aggarwal	Ms. Sunita Aggarwal
Father	Munish Kumar Aggarwal	Late. Tara Chand Aggarwal	Late Om Prakash Jindal
Mother	Sunita Aggarwal	Late. Pushpa Aggarwal	Late Santosh Jindal
Spouse	Priya Gupta	Sunita Aggarwal	Munish Kumar Aggarwal
Brother	-	Anil Kumar Aggarwal	Rajinder Jindal, Bharat Bhushan Jindal
Sister	-	Paritosh Agarwala, Neeru Gupta	Renu Garg, Shashi Gupta, Madhu Singla
Son	Viaan Aggarwal	Mudit Aggarwal	Mudit Aggarwal
Daughter	Kaashvi Aggarwal	-	-
Spouse's Father	Prashant Gupta	Late Om Prakash Jindal	Late. Tara Chand Aggarwal
Spouse's Mother	Seema Gupta	Late Santosh Jindal	Late. Pushpa Aggarwal
Spouse's Brother	Tushar Gupta	Rajinder Jindal, Bharat Bhushan Jindal	Anil Kumar Aggarwal
Spouse's Sister	-	Renu Garg, Shashi Gupta, Madhu Singla	Paritosh Agarwala, Neeru Gupta

- b. Entities forming part of the Promoter group pursuant to Regulation 2(1) (pp)(iv) of the SEBI (ICDR) Regulations

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter group.

Sr. No.	Name of Promoter group Entity/Company
1.	HMTD Engineering Private Limited
2.	M.S. Stampings Private Limited
3.	PME Power Solutions (India) Limited
4.	Arvind Conductors Private Limited
5.	Mudit Aggarwal HUF
6.	Munish Kumar Aggarwal HUF
7.	Holy Fit LLP
8.	Parkshala (NGO)
9.	Pradeep Agarwala HUF
10.	Priya Impex (Proprietorship concern of Mr. Prashant Gupta)
11.	Priya International (Proprietorship concern of Ms. Seema Gupta)
12.	Viacan Commodities Ltd (Canada)
13.	Shashi Auto Forging (Proprietorship concern of Ms. Shashi Gupta)
14.	Ram Kumar Gupta HUF

Shareholding Of The Promoter Group In Our Company

For details of shareholding of members of our Promoter group as on the date of this Red Herring Prospectus, please see the chapter titled “*Capital Structure*” beginning on page 107 of this Red Herring Prospectus.

Companies With Which The Promoters Have Disassociated In The Last Three Year

None of our Promoters has disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Red Herring Prospectus.

Litigation Details Pertaining To Our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 240 of this Red Herring Prospectus.

Related Party Transactions

For the transactions with our Promoter Group entities please refer to chapter titled “*Restated Financial Statements*” on page F – 23 of this Red Herring Prospectus.

Except as stated in chapter titled “*Restated Financial Statements*” on page F – 23 of this Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group do not have any other interest in our business.

Other Ventures Of Our Promoters

Save and except as disclosed in this section titled “*Our Promoters and Promoter Group*” and “*Group Companies*” beginning on page 204 and 206 respectively of this Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date of this Red Herring Prospectus.

Exemption from compliance with provisions of securities laws

Our Company filed an exemption application dated December 11, 2023, under Regulation 300(1)(c) of the SEBI (ICDR) Regulations seeking an exemption from considering and disclosing Mr. Bharat Bhushan Jindal’ (Brother of Promoter Ms. Sunita Aggarwal and Brother-in-law of our Promoter Mr. Munish Kumar Aggarwal, an immediate relative and Promoter Group in terms of Regulation 2(I) (pp) of the SEBI (ICDR) Regulations and his related entities, in accordance with the SEBI (ICDR) Regulations.

However, Mr. Bharat Bhushan Jindal is an immediate relative of the promoter. There is no other ground for seeking exemption except for strained family ties and his unwillingness to be classified as promoter group. Thus, the aforesaid application does not qualify under Regulation 300 of the SEBI (ICDR) Regulations. SEBI pursuant to its letter dated April 02, 2024, bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/12983/1, has allowed us to disclose the information relating him as available in public domain.

OUR GROUP COMPANIES

The definition of 'Group Companies' as per the SEBI (ICDR) Regulations, shall include such companies (other than promoters(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI (ICDR) Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated November 07, 2023, our Group Companies includes:

- (i) Those companies disclosed as related parties in accordance with Accounting Standards ("AS 18") issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (ii) All such companies which are deemed to be material by the Board of Directors.

Accordingly, based on the parameters outlined above, as on the date of this Red Herring Prospectus, our Board has identified HMTD Engineering Private Limited, M.S.Stampings Private Limited and Arvind Conductors Private Limited as the group companies of our Company ("**Group Companies**").

Details Of Our Group Companies

HMTD Engineering Private Limited

HMTD Engineering Private Limited is incorporated on October 07, 1981. The CIN is U99999MH1981PTC025410, and Registered Office is situated at D-4M I D C Taloja, Raigad, Maharashtra-410208, India. HMTD Engineering Private Limited is in business of Electrical Power Equipment's Manufacturing.

Financial Performance

As required under the SEBI (ICDR) Regulations, HMTD Engineering Private Limited shall host the financial information derived from the audited financial statements for the financial years ended March 2023, March 2022, and March 2021 on the website of company. Such financial information is available at www.jaybeelaminations.co.in/investors.php.

M.S.Stampings Private Limited

M.S.Stampings Private Limited is incorporated on March 29, 2007. The CIN is U28910DL2007PTC161379, and Registered Office is situated at 26/36, East Patel Nagar Opp. Mugal Mahal Restaurant, New Delhi, Delhi-110006, India. M.S.Stampings Private Limited is in business of Manufacturing of CRGO Silicon Electrical Steel Stamping/Laminations.

Financial Performance

As required under the SEBI (ICDR) Regulations, M.S.Stampings Private Limited shall host the financial information derived from the audited financial statements for the financial years ended March 2023, March 2022, and March 2021 on the website of company. Such financial information is available at www.jaybeelaminations.co.in/investors.php

Arvind Conductors Private Limited

Arvind Conductors Private Limited is incorporated on March 13, 1989. The CIN is U74899DL1989PTC035447, and Registered Office is situated at 26/36 Ground Floor East Patel Nagar, New Delhi, Delhi-110008, India. Arvind Conductors Private Limited is in business of manufacturing of conductors, strips and wires used in transformer and other industry.

Financial Performance

As required under the SEBI (ICDR) Regulations, Arvind Conductors Private Limited shall host the financial information derived from the audited financial statements for the financial years ended March 2023, March 2022, and March 2021 on the website of company. Such financial information is available at www.jaybeelaminations.co.in/investors.php

Litigation

Other than as disclosed in “*Outstanding Litigations and Material Developments*” on page 240 of this Red Herring Prospectus, our Group Companies are not party to any litigation which may have material impact on our Company.

Nature And Extent Of Interest of Group Companies

Our Group Companies do not have any interest in the promotion of our Company.

None of our Group Companies are interested in any property acquired by our Company in the three years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Company except our company has taken manufacturing Facility (Unit II) situated at B-9, Site. C, UPSIDC Industrial Area, Surajpur, Greater Noida, Gautam Buddha Nagar 201306 Uttar Pradesh, India on lease vide lease agreement dated February 16, 2024, for a period of 10 years from Arvind Conductors Private Limited.

Our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery.

Common Pursuits Between Our Group Companies And Our Company

Our Group Company, M.S.Stampings Private Limited deals in similar business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. In addition, some of our directors are also directors on the board of some of our group companies. These overlapping directorships could create conflicts of interest between us and the Promoters.

Related Business Transactions Within The Group And Significance On The Financial Performance Of Our Company

Other than the transactions disclosed in “*Annexure IX- Restated Financial Statements*” beginning on page F – 23 of this Red Herring Prospectus, there are no other business transactions between our Company and the Group Companies which are significant to the financial performance of our Company.

Business Interests or Other Interests

Except as disclosed in “*Annexure IX - Restated Financial Statements*” beginning on page F – 23 of this Red Herring Prospectus, our Group Companies do not have any business interest in our Company.

Other Confirmations

Our Group Companies are not listed on any stock exchange. Our Group Companies have not made any public or rights issue of securities in the preceding three years.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr No.	Particulars	Page
1.	Restated Financial Statements	F-1 to F24

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Independent Auditor's Examination Report on Restated Financial Information

To,
The Board of Directors
Jay Bee Laminations Limited
26/36, Upper Ground Floor,
East Patel Nagar New Delhi
Patel Nagar East, Central Delhi,
New Delhi, Delhi, India, 110008

Dear Sirs,

1. We have examined the attached Restated Financial Information of **Jay Bee Laminations Limited** (the "Company") comprising the Statement of Assets & Liabilities, as Restated as for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the "**Restated Summary Statements**" or "**Restated Financial Statements**"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering of Equity Shares (IPO) in SME Emerge Platform of National Stock Exchange of India Limited.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Section 26 of Part I of Chapter-III to the Companies Act, 2013("Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**SEBI (ICDR) Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time; and
 - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus to be filed with Emerge Platform of NSE (NSE EMERGE) in connection with proposed IPO. The management of the Company has prepared the Restated financial information. The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, SEBI (ICDR) Regulations and the Guidance Note.
4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated February 20, 2024, in connection with the proposed IPO of equity shares of the Issuer;
 - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the SEBI (ICDR) Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI (ICDR) Regulations and the Guidance Note in connection with the IPO
5. This Restated Financial information of the Company have been compiled by the management from the Audited Financial Statements of the Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, prepared in accordance with the accounting standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India. The same have been

approved by the Board of Directors at their meeting held on Wednesday, August 14, 2024.

6. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, SEBI (ICDR) Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The “**Statement of Assets & Liabilities, As Restated**” as set out in **Annexure I** to this report, of the Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
 - (ii) The “**Statement of Profit & Loss, As Restated**” as set out in **Annexure II** to this report, of the Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
 - (iii) The “**Statement of Cash Flow, As Restated**” as set out in **Annexure III** to this report, of the Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
7. We did not audit financial information of the company for none of the period referred in this report. We have audited the special purpose financial information of the Company for the year ended March 31, 2023, prepared by the Company in accordance with the Accounting Standards for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the “Peer Review Board” of the ICAI as required by SEBI (ICDR) Regulations in relation to proposed IPO. We have issued our report on this special purpose financial information to the Board of Directors who have approved these in their meeting held on Friday, August 16, 2024.
8. For the purpose of our examination, we have relied on:
 - a) Auditors’ Report issued by the Statutory Auditors i.e. M/s Oswal Sunil & Co, Chartered Accountants on the financial statement for the period ended on March 31, 2024, dated August 01, 2024, and M/s. Ramesh Goyal & Associates, on the financial statement for the year ended on March 31, 2023, March 31, 2022, dated July 20, 2023, August 04, 2022 respectively.
 - b) The audits for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, were conducted by the Statutory auditors of the company and accordingly reliance has been placed on the Balance Sheet, statements of profit and loss and cash flow statements, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement”) examined by them for the said years.
9. Based on our examination and according to the information and explanations given to us (and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective years), we are of the opinion that the Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in respective for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, to reflect the same accounting treatment as per the accounting policies and grouping/ classifications for all the reporting periods, if any.
 - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications, which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, which would require adjustments in this Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate.

- f) These have been prepared in accordance with the Act, SEBI (ICDR) Regulations and Guidance note.
10. In our opinion and to the best of information and explanation provided to us, the Restated Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.
11. We, A Y & Company, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
12. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and SEBI (ICDR) Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
13. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
14. We have no responsibility to update our report for events and circumstances occurring after the date of the report. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For M/s. A Y & Company
Chartered Accountants
Firm's Registration No: 020829C

CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 24421544BKFPJB4503
Place: Noida
Date: Wednesday, August 14, 2024

Jay Bee Laminations Limited
ANNEXURE - I
STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I	EQUITY AND LIABILITIES				
	1. Shareholders' funds				
	(a) Share Capital	I.1	1,799.76	299.96	299.96
	(b) Reserves and surplus	I.2	4,481.68	4,046.21	2,686.21
	Sub Total Shareholders Funds (A)		6,281.44	4,346.17	2,986.17
	2. Non-current liabilities				
	(a) Long-term borrowings	I.3	403.03	647.43	488.87
	(b) Other Non-current Liabilities	I.4	-	-	-
	(c) Deferred Tax liability	I.5	-	-	-
	(d) Long-term provisions	I.6	97.04	85.61	88.65
	Sub Total Non Current Liabilities (B)		500.07	733.04	577.52
	3. Current liabilities				
	(a) Short-term borrowings	I.7	2,013.13	2,495.83	2,204.21
	(b) Trade payables	I.8			
	i) Due to MSME		36.63	21.12	27.41
	ii) Due to Others		3,944.62	2,952.41	3,509.41
	(c) Other current liabilities	I.9	192.99	318.38	189.59
	(d) Short-term provisions	I.10	122.45	30.62	20.42
	Sub Total Current Liabilities (C)		6,309.81	5,818.36	5,951.03
	TOTAL (A+B+C)		13,091.32	10,897.58	9,514.73
II.	ASSETS				
	1. Non-current assets				
	(a) Property, Plant and Equipment and Intangible assets				
	(i) Property, Plant and Equipment	I.11	548.69	557.04	524.38
	(ii) Capital work-in-progress	I.11	254.75	-	-
	(ii) Intangible Asset Under Development	I.11	8.64	-	-
	(b) Non-current investments	I.12	369.75	369.75	369.75
	(c) Long-term loans and advances	I.13	143.17	-	-
	(d) Deferred Tax Assets	I.5	86.83	71.66	68.73
	(e) Non Current Assets	I.14	34.19	13.14	10.58
	Total Non Current Assets (A)		1,446.01	1,011.58	973.45
	2. Current assets				
	(a) Inventories	I.15	4,428.06	3,446.50	4,866.97
	(b) Trade receivables	I.16	5,419.66	5,198.02	2,744.39
	(c) Cash and Bank Balances	I.17	571.92	823.19	471.79
	(d) Short-term loans and advances	I.18	785.73	204.13	222.16
	(e) Other Current Assets	I.19	439.94	214.16	235.96
	Total Current Assets (B)		11,645.31	9,886.00	8,541.28
	TOTAL (A+B)		13,091.32	10,897.58	9,514.73

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For A Y & Company
Chartered Accountants
Firm's Registration No: 020829C

For and on behalf of the Board of Directors
Jay Bee Laminations Limited

Arpit Gupta
Partner
M No.421544
UDIN: 24421544BKFPNE2779

Mudit Aggarwal
Managing Director
(DIN : 01324169)

Munish Kumar Aggarwal
Whole-time Director
(DIN : 00466023)

Place: Noida
Date: August 16, 2024

F - 1 Place: Noida
Date: August 16, 2024

Jay Bee Laminations Limited
ANNEXURE - II
STATEMENT OF PROFIT & LOSS, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	For the Year Ended On		
			March 31, 2024	March 31, 2023	March 31, 2022
I	Revenue from operations	II.1	30,290.97	24,666.47	14,125.12
II	Other Income	II.2	58.59	82.39	42.27
III	Total Income (I+II)		30,349.561	24,748.86	14,167.39
	Expenses:				
	(a) Cost of materials consumed	II.3	25,640.91	20,577.52	11,306.40
	(b) Purchases of stock-in-trade	II.4	-	-	-
	(c) Changes in inventories of finished goods and work-in- progress	II.5	(641.69)	144.61	(5.41)
	(d) Employee benefits expense	II.6	1,013.35	789.02	610.02
	(e) Finance costs	II.7	595.48	501.29	420.11
	(f) Depreciation and amortisation expense		127.22	95.18	106.03
	(g) Other expenses	II.8	1,006.97	809.24	971.62
IV	Total expenses		27,742.23	22,916.87	13,408.78
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		2,607.33	1,831.99	758.62
VI	Exceptional Items	II.9	(1.84)	(11.52)	(13.88)
VII	Profit /(Loss) before tax (V-VI)		2,605.49	1,820.47	744.74
VIII	Tax expense:				
	(a) Current tax expense		685.39	463.40	175.40
	Less: MAT credit setoff		-	-	-
	(b) Short/(Excess) provision of tax for earlier years		-	-	-
	(c) Deferred tax charge/(credit)		(15.17)	(2.92)	(25.84)
			670.22	460.48	149.56
IX	Profit after tax for the year (VII-VIII)		1,935.27	1,360.00	595.17
XII	Earnings per share (face value of ₹ 10/- each):	II.10			
	(a) Basic (in ₹)		10.75	7.56	3.31
	(b) Diluted (in ₹)		10.75	7.56	3.31

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For A Y & Company
Chartered Accountants
Firm's Registration No: 020829C

For and on behalf of the Board of Directors
Jay Bee Laminations Limited

Arpit Gupta
Partner
M No.421544
UDIN: 24421544BKFPNE2779

Mudit Aggarwal **Munish Kumar Aggarwal**
Managing Director Whole-time Director
(DIN : 01324169) (DIN : 00466023)

Place: Noida
Date: August 16, 2024

Place: Noida
Date: August 16, 2024

Jay Bee Laminations Limited
ANNEXURE - III
STATEMENT OF CASH FLOW, AS RESTATED

(₹ in Lakhs)

Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Extraordinary items	2,605.49	1,820.47	744.74
Adjustment For:			
(a) Depreciation and Amortization	127.22	95.18	106.03
(b) Finance Charges	595.48	501.29	420.11
(c) (Gain)/Loss on Sale of Assets	-	-	-
(d) Provision for Gratuity	14.22	12.57	10.13
(e) Interest & Other income	(41.14)	(29.59)	(23.99)
(f) Preliminary Expenses written off	-	-	-
Operating Profit before Working Capital Changes	3,301.27	2,399.92	1,257.02
Adjustment For :			
(a) (Increase)/Decrease in Inventories	(981.56)	1,420.47	(3,146.47)
(b) (Increase)/Decrease in Trade Receivables	(221.64)	(2,453.63)	(391.45)
(c) (Increase)/Decrease in Loans & Advances	(581.60)	18.04	49.68
(d) (Increase)/Decrease in Other Assets	(225.78)	21.81	(160.09)
(e) Increase /(Decrease) in Trade Payables	1,007.72	(563.28)	3,321.41
(f) Increase /(Decrease) in Other Liabilities	(125.40)	128.80	37.56
CASH GENERATED FROM OPERATIONS	2,173.00	972.12	967.67
Less : Direct Taxes paid (Net of Refund)	(596.35)	(463.40)	(170.00)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	1,576.65	508.72	797.67
NET CASH FROM OPERATING ACTIVITIES (A)	1,576.65	508.72	797.67
B. CASH FLOW FROM INVESTING ACTIVITIES			
(a) Purchase of Fixed Assets	(384.09)	(141.99)	(54.80)
(b) Sale of Fixed Assets	1.84	8.75	18.83
(c) (Increase) / Decrease in Investment	-	-	-
(d) (Increase) / Decrease in Long term loans and advances	(143.17)	-	-
(e) (Increase) / Decrease in Non Current Assets	(21.05)	(2.56)	1.19
(f) Interest and other income	41.14	29.59	23.99
NET CASH FROM INVESTING ACTIVITIES (B)	(505.34)	(106.20)	(10.79)
C. CASH FLOW FROM FINANCING ACTIVITIES			
(a) Increase/(Decrease) in Long Term Borrowing	(244.40)	158.56	(48.77)
(b) Increase/(Decrease) in Short Term Borrowing	(482.70)	291.61	22.37
(c) Increase / (Decrease) in Long Term Provisions	-	-	-
(d) Transfer of reserves due to demerger	-	-	-
(e) Interest Paid	(595.48)	(501.29)	(420.11)
NET CASH FLOW IN FINANCING ACTIVITIES (C)	(1,322.58)	(51.12)	(446.50)
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	(251.28)	351.40	340.38
OPENING BALANCE – CASH & CASH EQUIVALENT	823.19	471.79	131.42
CLOSING BALANCE - CASH & CASH EQUIVALENT	571.92	823.19	471.79

As per our Report of even date

For A Y & Company
Chartered Accountants
Firm's Registration No: 020829C

For and on Behalf of the Board
Jay Bee Laminations Limited

Arpit Gupta
M No.421544
UDIN: 24421544BKFPNE2779

Mudit Aggarwal
Managing Director
(DIN : 01324169)

Munish Kumar Aggarwal
Whole-time Director
(DIN : 00466023)

Place: Noida
Date: August 16, 2024

Place: Noida
Date: August 16, 2024

**CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION
OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH**

A. COMPANY INFORMATION

Jay Bee Laminations Limited (“Company”) incorporated in 1988, is primarily engaged in the manufacturing of Cold Rolled Grain Oriented (CRGO) and Cold Rolled Non-Grain Oriented (CRNGO) Electrical Steel Cores for the growing power & distribution transformer industry and UPS & Inverter Industry. We began our production for CRGO Electrical Steel Cores in the F.Y. 1988-1989. Our Company started engaging with the Multi-National Companies and Government entities like Crompton Greaves, BHEL since 1992. We started exports in the year 1995 by exporting to UAE, since then we have expanded to more than 10 countries till date. Our Customer Segment covers Transformer manufacturers. As on the date of this Draft Red Herring Prospectus, our Company’s customer base is more than 250 in India and Abroad.

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3. Property, Plant and Equipment and Depreciation

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

The company has adopted cost model for all class of items of Property, Plant and Equipment. In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective on completion of construction / erection of the capital project / fixed assets. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal or external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

4. Foreign currency Transactions:

Conversion

Foreign currency monetary items are reported using the closing rate.

Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement or reporting of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous Standalone financial statement, are recognized as income or expense in the Statement of Profit and Loss.

5. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

6. Inventories

As per (AS) 2, The inventories are physically verified at regular intervals by the management. Raw Material Inventories are valued at the lower of cost and net realizable value.

Finished goods, Stock-in-Trade and Work-in-Progress are valued at lower of cost and net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Consumable stores and spares are valued at the lower of cost and net realizable value, as estimated by the management. Obsolete, defective, unserviceable and slow/non-moving stocks are duly provided for.

7. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principle and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments. Interest income is recognized on time proportion basis, when it is accrued and due for payment.

8. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

9. Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Long Term Employee benefit (gratuity) are recognized and accounted in the books of account based on Valuation report of Actuarial.

10. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

11. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Annexure - I.1

Restated Statement of Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Authorised Capital*			
No. of Equity Shares of ₹ 10/- each	25,000,000	300,000	300,000
Authorised Equity Share Capital In Rs.	2,500.00	300.00	300.00
Issued, Subscribed & Fully Paid up#			
No. of Equity Shares of ₹ 10/- each	17,997,600	299,960	299,960
Issued, Subscribed & Fully Paid up Share Capital In Rs.	1,799.76	299.96	299.96
Total	1,799.76	299.96	299.96

*Company has increased authorised capital of the Company from Rs. 300 Lakh divided into 3 Lakhs Equity Shares of Rs. 100 each to Rs. 2500 Lakhs divided into 25 Lakhs Equity Shares of Rs. 100 Each in the extra-ordinary General Meeting of Shareholders of the company held on September 25, 2023. On September 25, 2023 there was Split/Sub Division of Equity Shares of ₹100/- each of the company into 10 #Company has allotted 1,49,98,000 Bonus Equity Shares of Rs. 10 each on October 13, 2023 in the ratio of 5:1 i.e. for every equity share, 5 bonus shares were issued.

Reconciliation of the number of shares outstanding is set out below:-

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	Number of Shares	Number of Shares	Number of Shares
Shares outstanding at the beginning of the year	299,960	299,960	299,960
Number of shares after Split*	2,999,600	-	-
Add:-Shares Issued during the year	-	-	-
Fresh Issue	-	-	-
Bonus Shares Issued#	14,998,000	-	-
Less:Shares bought back during the year			
Shares outstanding at the end of the year	17,997,600	299,960	299,960

*On September 25, 2023 there was Split/Sub Division of Equity Shares of ₹100/- each of the company into 10 shares of ₹10/- each. Due to Split /Sub-Division number of shares were changed from 299960 equity shares of Rs. 100 each to 29996000 equity shares of Rs. 10 each. #Company has allotted 1,49,98,000 Bonus Equity Shares of Rs. 10 each on October 13, 2023 in the ratio of 5:1 i.e. for every equity share, 5 bonus shares were issued.

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held.

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Munish Kumar Aggarwal			
Number of Shares	13,802,400	240,140	240,140
% of Holding	76.69%	80.06%	80.06%
Sunita Aggarwal			
Number of Shares	2,376,600	39,610	39,610
% of Holding	13.21%	13.21%	13.21%
Mudit Aggarwal			
Number of Shares	1,092,600	18,210	18,210
% of Holding	6.07%	6.07%	6.07%

Details of promoters holding shares:-

Name of Shareholder	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Munish Kumar Aggarwal (P)			
Number of Shares	13,802,400	240,140	240,140
% of Holding	76.69%	80.06%	80.06%
Sunita Aggarwal (P)			
Number of Shares	2,376,600	39,610	39,610
% of Holding	13.21%	13.21%	13.21%
Mudit Aggarwal (P)			
Number of Shares	1,092,600	18,210	18,210
% of Holding	6.07%	6.07%	6.07%

On September 25, 2023 there was Split/Sub Division of Equity Shares of ₹100/- each of the company into 10 shares of ₹10/- each.

Changes in Promoters Holding During the year (Post Split)

Name of Shareholder	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Munish Kumar Aggarwal (P)			
Number of Shares	(606,000)	-	-
% of Holding	3.37%	0.00%	0.00%
Sunita Aggarwal (P)			
Number of Shares	-	-	-
% of Holding	0.00%	0.00%	0.00%
Mudit Aggarwal (P)			
Number of Shares	-	-	-
% of Holding	0.00%	0.00%	0.00%

Annexure - I.2**Restated Statement of Reserves And Surplus****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Securities Premium Account	134.03	134.03	134.03
Total Securities Premium	134.03	134.03	134.03
b. Surplus in Statement of Profit & Loss			
A/c			
Opening balance	3,912.18	2,552.18	2,050.55
(+) Net Profit For the current year	1,935.27	1,360.00	595.17
: Opening Gratuity Provision			(93.54)
: Less Bonus Shares Issued	(1,499.80)	-	-
Net Surplus in Statement of Profit and Loss	4,347.65	3,912.18	2,552.18
Total	4,481.68	4,046.21	2,686.21

Annexure - I.3**Restated Statement of Long Term Borrowings****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured			
(a) Term loans			
Working Capital Term Loan	75.28	240.08	468.78
Vehicle Loan	66.38	93.30	20.09
(Secured By hypothecation of the Vehicle)			
(b) From Bank and NBFCs	261.37	314.04	-
Total Secured Term Loans	403.03	647.43	488.87
Total	403.03	647.43	488.87

Working capital Term Loan

1) Hypothecation of current assets of borrower present & Future.

2) Exclusive charge by way of hypothecation of all may movable fixed assets present & future.

3 (a) Exclusive charge by way of mortgage of leased hold factory industrial property located at A-18 & 19, phase II, Noida (U.P) 3 (b)

Exclusive charge way of mortgage of leased hold factory industrial property located at A-21,phase II, Noida (Up). 4 (a) Exclusive charge by

way ormortgaed of residential plot no. 127 Eiony Estate, sector PHI 04 Greater Noida (UP). 4 (b) Mortgaed of flat no.D-702, Seventh Floor,

Tower D, Pearl Gateway Towers, plot No. DgA, Sector 44, Noida (UP). 5. Unconditional irrivocable personal garuntee of Mr. Munish

Aggarwal & Mr. Mudit Aggarwal during the entire tenure.

Annexure - I.11
Restated Statement of Property Plant & Equipment

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2023	Additions	Disposals	Balance as at March 31, 2024	Balance as at 1 April 2023	Dep.fund Adjstmt.	Depreciation charge for the year	On disposals	Balance as at March 31, 2024	Balance as at March 31, 2024	Balance as at 31 March 2023
I.	Property Plant & Equipment											
1	Factory Land	29.06	-	-	29.06	-	-	-	-	-	29.06	29.06
2	Building	194.93	3.72	-	198.65	122.38	-	5.06	-	127.44	71.21	72.55
3	Plant and Equipment	1,110.24	42.51	-	1,152.75	861.04	-	49.23	-	910.27	242.47	249.20
4	Tools & Equipment	127.99	41.28	-	169.27	102.86	-	7.28	-	110.14	59.13	25.13
5	Vehicle	204.46	6.68	-	211.14	66.29	-	47.38	-	113.66	97.48	138.18
6	Electrical Installation	20.37	-	3.99	16.38	15.09	-	1.43	3.65	12.87	3.51	5.27
7	Computers	26.36	3.20	5.84	23.72	18.45	-	5.35	5.50	18.31	5.42	7.91
8	Furniture and Fixtures	55.90	13.95	8.94	60.91	33.88	-	6.47	8.94	31.41	29.50	22.02
9	Office Equipment	44.53	9.37	8.90	44.99	36.80	-	5.03	7.75	34.08	10.91	7.73
	Total Tangible Assets	1,813.83	120.71	27.67	1,906.86	1,256.79	-	127.22	25.84	1,358.18	548.69	557.04
	Previous Year	1,727.59	141.99	55.75	1,813.83	1,203.21	-	95.18	41.60	1,256.79	557.04	524.38
II.	Capital Work In Progress											
	Buildings	-	245.04	-	245.04	-	-	-	-	-	245.04	-
	Plant & Machinery	-	9.71	-	9.71	-	-	-	-	-	9.71	-
	Total	-	254.75	-	254.75	-	-	-	-	-	254.75	-
III	Intangible Asset Under Development											
	Software Underdevelopment	-	8.64	-	8.64	-	-	-	-	-	8.64	-
	Total	-	8.64	-	8.64	-	-	-	-	-	8.64	-
	Total	1,813.83	384.09	27.67	2,170.25	1,256.79	-	127.22	25.84	1,358.18	812.07	557.04

I.11.1 Ageing Schedule of Capital Work In Progress :	Amount in CWIP for a period of				
Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
Projects in Progress	254.75	-	-	-	254.75
Software Underdevelopment	8.64	-	-	-	8.64

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		As At 01-Apr-2022	Purchase during the period	Disposals	As At 31-Mar-23	Upto 01-Apr-2022	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-23	As At 31-Mar-23	As At 31-Mar-2022
I.	Property Plant & Equipment											
1	Factory Land	29.06	-	-	29.06	-	-	-	-	-	29.06	29.06
2	Building	194.93	-	-	194.93	116.83	-	5.55	-	122.38	72.55	78.10
3	Plant and Equipment	1,124.70	19.37	33.84	1,110.24	825.91	-	55.92	20.79	861.04	249.20	298.78
4	Tools & Equipment	127.99	-	-	127.99	97.75	-	5.11	-	102.86	25.13	30.23
5	Vehicle	115.58	110.56	21.68	204.46	74.84	-	12.04	20.59	66.29	138.18	40.75
6	Electrical Installation	20.37	-	-	20.37	13.71	-	1.38	-	15.09	5.27	6.66
7	Computers	16.79	9.57	-	26.36	14.85	-	3.61	-	18.45	7.91	1.95
8	Furniture and Fixtures	55.32	0.59	-	55.90	26.73	-	7.15	-	33.88	22.02	28.58
9	Office Equipment	42.86	1.90	0.24	44.53	32.59	-	4.43	0.22	36.80	7.73	10.28
	Total Tangible Assets	1,727.59	141.99	55.75	1,813.83	1,203.21	-	95.18	41.60	1,256.79	557.04	524.38
	Previous Year	1,865.31	54.80	192.51	1,727.59	1,270.86	-	106.03	173.69	1,203.21	524.38	594.45
II.	Capital Work In Progress											
	Total	-	-	-	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-	-	-	-

I.11.2 Ageing Schedule of Capital Work In Progress :	Amount in CWIP for a period of				
Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
Projects in Progress	-	-	-	-	-

	Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
		As At 01-Apr-2021	Purchase during the period	Disposals	As At 31-Mar-22	Upto 01-Apr-2021	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-22	As At 31-Mar-22	As At 31-Mar-2021
I.	Tangible Assets											
1	Factory Land	29.06	-	-	29.06	-	-	-	-	-	29.06	29.06
2	Building	194.93	-	-	194.93	110.36	-	6.47	-	116.83	78.10	84.57
3	Plant and Equipment	1,225.97	33.81	135.08	1,124.70	894.57	-	59.67	128.33	825.91	298.78	331.40
4	Tools & Equipment	185.42	-	57.43	127.99	135.96	-	7.16	45.36	97.75	30.23	49.46
5	Vehicle	115.58	-	-	115.58	59.71	-	15.12	-	74.84	40.75	55.87
6	Electrical Installation	19.76	0.60	-	20.37	11.16	-	2.55	-	13.71	6.66	8.61
7	Computers	15.23	1.57	-	16.79	13.89	-	0.96	-	14.85	1.95	1.33
8	Furniture and Fixtures	39.23	16.09	-	55.32	17.57	-	9.16	-	26.73	28.58	21.65
9	Office Equipment	40.14	2.73	-	42.86	27.64	-	4.95	-	32.59	10.28	12.50
	Total Tangible Assets	1,865.31	54.80	192.51	1,727.59	1,270.86	-	106.03	173.69	1,203.21	524.38	594.45
	Previous Year	1,799.03	66.28	-	1,865.31	1,152.08	-	118.78	-	1,270.86	594.45	646.96
	Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-	-	-	-
	Total	1,865.31	54.80	192.51	1,727.59	1,270.86	-	106.03	173.69	1,203.21	524.38	594.45

I.11.3 Ageing Schedule of Capital Work In Progress :		Amount in CWIP for a period of				
Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total	
Projects in Progress	-	-	-	-	-	

Annexure - I.4**Restated Statement of Other Non-Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Security Deposit	-	-	-
Total	-	-	-

Annexure - I.5**Restated Statement of Deferred Tax Liability/(Assets)****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liability			
On account of timing difference in Net block as per books & as per Income Tax	(45.73)	(42.40)	(42.64)
Deferred Tax Assets			
On account of timing difference in retirement and other benefits	(41.10)	(29.26)	(26.09)
Total	(86.83)	(71.66)	(68.73)

Annexure - I.6**Restated Statement of Long Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provisions for Gratuity	97.04	85.61	88.65
Total	97.04	85.61	88.65

Annexure - I.7**Restated Statement of Short Tem Borrowings****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<u>Loan repavable on demand</u>			
(a) Working Capital Loan	1,738.36	1,999.37	1,812.58
(b) Current Maturity of long term debt	274.77	378.28	192.00
<u>Unsecured</u>			
(a) Loans from Directors	-	118.18	199.63
Total	2,013.13	2,495.83	2,204.21

Annexure - I.8**Restated Statement of Trade Payable****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Micro, Small and Medium Enterprises	36.63	21.12	27.41
Others	3,944.62	2,952.41	3,509.41
Total	3,981.25	2,973.53	3,536.81

(a) Ageing schedule:**Balance as at March 31, 2024****(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	36.63	-	-	-	36.63
(ii) Others	3,944.62	-	-	-	3,944.62
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3,981.25	-	-	-	3,981.25

Balance as at 31st March 2023**(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	21.12	-	-	-	21.12
(ii) Others	2,952.41	-	-	-	2,952.41
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	2,973.53	-	-	-	2,973.53

Balance as at 31st March 2022**(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	27.41	-	-	-	27.41
(ii) Others	3,509.41	-	-	-	3,509.41
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3,536.81	-	-	-	3,536.81

(b) Dues payable to Micro and Small Enterprises:**(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid to any supplier as at the year end	36.63	21.12	27.41
Interest due on the above mention principal amount remaining unpaid to any	-	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-	-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-	-
Amount of interest accrued and remainig unpaid at the end of the accounting year	-	-	-

Annexure - I.9**Restated Statement of Other Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advances from Customers	40.27	87.12	0.51
Duties and taxes Payable	27.73	16.23	15.11
BPCL Discounting of Customers	-	80.66	-
Expense Payable	124.98	57.57	44.73
Creditors for Expenses & Others	-	76.80	129.24
Total	192.99	318.38	189.59

Annexure - I.10**Restated Statement Short Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	33.41	30.62	15.02
Provision for tax- Net of Advance Tax	89.04	-	5.40
Total	122.45	30.62	20.42

Annexure - I.12

Restated Statement of Non-Current Investments

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unquoted Investments:			
Investment in residential Flat in Noida	369.75	369.75	369.75
Total	369.75	369.75	369.75

(Market Value : Not applicable)

Annexure - I.13

Restated Statement of Long-term loans and advances

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Capital Advances	143.17	-	-
Total	143.17	-	-

Annexure - I.14

Restated Statement of Non Current Asset

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Security Deposits	34.19	13.14	10.58
Total	34.19	13.14	10.58

Annexure - I.15

Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Raw Materials and components	3,399.45	3,059.58	4,335.44
b. Work-in-progress	990.12	355.72	497.97
c. Finished goods	-	-	-
d. Stores and spares	24.50	8.25	12.85
e. Waste	14.00	22.95	20.71
	-	-	-
Total	4,428.06	3,446.50	4,866.97

Annexure - I.16

Restated Statement of Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured			
Undisputed Trade Receivable - considered good	5,008.28	5,198.02	2,744.39
Disputed Trade Receivable - considered good	411.38	-	-
Total	5,419.66	5,198.02	2,744.39

Aging of receivables

As at 31/03/2024

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	4,835.13	171.99	0.09	1.07	-
Trade receivables - doubtful debt	-	-	-	-	-
Disputed					
Trade receivables - Considered good	-	-	-	-	411.38
Trade receivables - doubtful debt	-	-	-	-	-
Total	4,835.13	171.99	0.09	1.07	411.38

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	4,634.00	0.07	139.35	335.09	89.51
Trade receivables - doubtful debt	-	-	-	-	-
Disputed					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Total	4,634.00	0.07	139.35	335.09	89.51

As at 31/03/2022

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
Undisputed					
Trade receivables - Considered good	2,121.98	160.06	384.12	39.81	38.42
Trade receivables - doubtful debt	-	-	-	-	-
Disputed					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
Total	2,121.98	160.06	384.12	39.81	38.42

Annexure - I.17**Restated Statement of Cash and Bank Balance**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash and Cash Equivalents			
Bank Balance			
(i) In current accounts and Debit Balance of OD Account	0.04	232.17	-
(ii) In fixed deposit*	568.65	523.87	468.74
(iii) In foreign currency account	-	-	-
Cash on Hand	3.23	1.20	3.06
Total	571.92	823.19	471.79

*FDR Against Bank Guarantee

Annexure - I.18**Restated Statement of Short Term Loans And Advances**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance to Suppliers	674.88	179.60	195.79
Staff Loan/Advance	35.12	2.20	4.05
Advance to Related Parties	75.72	22.32	22.32
Total	785.73	204.13	222.16

Annexure - I.19**Restated Statement of Other current assets**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Prepaid Expenses	46.27	2.94	0.65
Prepaid Insurance Expenses	-	1.97	1.67
Prepaid Interest Expenses	-	27.95	14.80
Accrued Interest	40.35	29.13	33.96
Duties & Taxes Receivable	233.13	90.58	184.88
Income Tax Refundable	84.13	61.60	-
unamortised IPO Expenses	31.43	-	-
Export Incentive Receivables	4.63	-	-
Total	439.94	214.16	235.96

Note: The Company has incurred certain expenses towards proposed Initial Public Offering of its equity shares. The Company expects to recover certain amounts from the shareholders and the balance amount would be charged-off to securities premium account in accordance with section 52 of the Companies Act, 2013 upon the shares being issued.

Annexure - II.1			
Restated Statement of Revenue from operations			
(₹ in Lakhs)			
Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
Sale of products	30,271.95	24,657.95	14,125.12
Sales of Services	-	-	-
Other Operating Revenue	19.02	8.52	-
Total	30,290.97	24,666.47	14,125.12
Note:			
(i) Sale of products comprises following :			
Domestic sales	26,053.12	20,328.91	12,086.28
Export sales	4,041.77	3,461.90	2,038.84
Export sales - SEZ	177.06	867.14	-
Total	30,271.95	24,657.95	14,125.12
(ii) Other Operating Revenue comprises:-			
Job work Charges	12.32	8.52	-
Others	6.69	-	-
Total	19.02	8.52	-
Annexure - II.2			
Restated Statement of Other income			
(₹ in Lakhs)			
Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest on FDR	41.14	29.59	23.42
Foreign Exchange Fluctuation	14.07	48.83	15.87
Sundry Debit balance Written Off	-	0.86	1.40
Baddebts Recovered	-	0.34	-
Other Interest	-	-	0.57
Freight on Sales	0.31	2.77	1.02
Other Income	3.07	-	-
Total	58.59	82.39	42.27
Annexure - II.3			
Restated Statement of Cost of materials consumed			
(₹ in Lakhs)			
Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
Inventories at the beginning of the year	3,059.58	4,335.44	1,194.38
Add: Purchases during the year	25,980.77	19,301.67	14,447.46
	29,040.35	23,637.11	15,641.84
Less: Closing stock at the end of the year	3,399.45	3,059.58	4,335.44
Cost of materials consumed	25,640.91	20,577.52	11,306.40
Annexure - II.5			
Restated Statement of Changes in inventories of finished goods and work-in-progress			
(₹ in Lakhs)			
Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
Inventories at the end of the year:			
(a) Finished goods	-	-	-
(b) Work-in-progress	990.12	355.72	497.97
(c) Scrap	14.00	22.95	20.71
(d) Packing Material	24.50	8.25	12.85
	1,028.62	386.92	531.53
Inventories at the beginning of the year:			
(a) Finished goods	-	-	-
(b) Work-in-progress	355.72	497.97	514.00
(c) Scrap	22.95	20.71	5.17
(d) Packing Material	8.25	12.85	6.95
	386.92	531.53	526.12
Net (increase) / decrease	(641.69)	144.61	(5.41)
Annexure - II.6			
Restated Statement of Employee benefits expense			
(₹ in Lakhs)			
Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
(a) Salaries and wages	682.85	540.45	417.05
(b) Directors Remunerations	177.00	162.00	108.00
(c) Gratuity	15.57	13.94	21.94
(d) Contributions to provident and ESIC	50.33	38.51	30.82
(e) Other Allowances	68.66	26.61	25.57
(f) Staff & Labour welfare expenses	18.94	7.50	6.64
Total	1,013.35	789.02	610.02

Annexure - II.7		(₹ in Lakhs)		
Restated Statement of Finance costs		For the Year Ended On		
Particulars	For the Year Ended On			
	March 31, 2024	March 31, 2023	March 31, 2022	
Interest Expense	555.27	332.09	309.63	
Other borrowing costs; bank Charges	40.21	169.20	110.48	
Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-	-	
Total	595.48	501.29	420.11	

Annexure - II.8		(₹ in Lakhs)		
Restated Statement of Other expenses		For the Year Ended On		
Particulars	For the Year Ended On			
	March 31, 2024	March 31, 2023	March 31, 2022	
Auditors Remunerations	5.00	4.88	4.88	
Clearing charges	64.25	20.60	-	
Commission Expenses	29.67	13.64	2.99	
Consumption for Stores & Spares Parts	31.90	23.40	40.17	
Conveyance & Vehicle Running	5.87	6.82	5.02	
Diwali	5.30	3.16	3.09	
Fees & Taxes	54.78	12.45	9.78	
Freight Outward	253.81	198.51	114.45	
Insurance Expenses	19.44	15.34	9.81	
Interest on TDS	-	0.03	0.16	
Legal & Professional & Consultancy Charges	31.21	29.53	13.32	
Medical Exp.	-	1.39	2.61	
Packing Exp	164.30	119.56	103.96	
Postage & Courier	1.03	2.47	1.55	
Power & Electricity	61.71	57.52	49.50	
Printing & Stationery	3.25	3.46	2.17	
Rebate & Discount	34.89	5.05	7.88	
Rent	61.58	48.00	48.00	
Repair & Maintainance	51.85	67.48	49.33	
Sales/ Business Promotion	5.57	26.64	4.35	
Security Service Charges	18.86	17.86	17.44	
Telephone & Internet Expenses	5.68	4.64	3.79	
Subscription	12.36	3.60	1.11	
Loading & Unloading Exp.	4.16	2.20	1.58	
Testing Charges	3.92	3.48	2.34	
Tour & Traveling Exp	51.05	64.79	14.33	
Miscellaneous Expenses	0.38	1.53	1.94	
Sundry Balances W/off	5.23	20.49	447.45	
GST and Sales tax expense	-	24.24	6.86	
Weighement	3.39	2.21	1.78	
CSR Expenditure	16.55	4.26	-	
Total (A+B+C)	1,006.97	809.24	971.62	

Annexure - II.9		(₹ in Lakhs)		
Restated Statement of Exceptional Items		For the Year Ended On		
Particulars	For the Year Ended On			
	March 31, 2024	March 31, 2023	March 31, 2022	
Before Exceptional Itmes				
Profit on sale of Fixed Assets	(1.84)	(11.52)	(13.88)	
Total (A+B+C)	(1.84)	(11.52)	(13.88)	

Annexure - II.9		(₹ in Lakhs)		
Restated Statement of Earning Per Equity Share		For the Year Ended On		
Particulars	For the Year Ended On			
	March 31, 2024	March 31, 2023	March 31, 2022	
Before Exceptional Itmes				
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,935.27	1,360.00	595.17	
2. Weighted Average number of equity shares used as denominator for calculating EPS	17,997,600	299,960	299,960	
2. Weighted Average number of equity shares used as denominator for calculating EPS Post Bonus and Split	17,997,600	17,997,600	17,997,600	
4. Basic and Diluted Earning per Share (On Face value of Rs. 10/ per share)	10.75	7.56	3.31	

Notes to the Re-stated Financial Statements:

I. Additional Information to the Financial Statements:-

(₹ in Lakhs)

Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
1. CIF Value of Imports			
Raw Material	7,061.91	6,346.22	3752.39
Raw Material (Payment Made)	6,130.55	5,794.90	3423.96
Traded Goods		-	-
Capital Goods/ Stores & Spare Parts		-	-
2. Expenditure in Foreign Currency			
In respect of Business Promotion, Repair & Maintenance & Profession	3.87	5.94	2.76
Consultancy & Other Misce Expenses			
- In respect of Foreign Travelling.	11.18	25.66	2.25
- Container Freight	-	-	-
3. Earnings in Foreign Currency			
Exports (FOB Value)	4,041.77	3,461.90	2,038.84
Exports Realisation	4,057.64	3,153.48	1,812.50

III. Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

IV. Details of CSR

(₹ in Lakhs)

Particulars	For the Year Ended On		
	March 31, 2024	March 31, 2023	March 31, 2022
a). Amount Required to be spent during the year	16.55	4.26	NA
b). Amount of expenditure incurred,	16.55	4.26	NA
c). Shortfall at the end of the year,	(0.00)	-	-
d). Total of previous years shortfall	-	-	-
e). Reasons for shortfall	-	-	-
f). Nature of CSR Activities	Education Purpose	Education Purpose	-
	-	-	-

V. Additional regulatory information

(a) Details of crypto currency or virtual currency

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the year ended on March 31, 2024, March 31, 2023, 2022 & 2021.. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(b) Compliance with approved scheme of arrangements

Company is not engaged in any scheme of arrangements.

(c) Undisclosed income

During the Periods, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act. 1961).

(d) Relationship with struck off companies

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended on March 31, 2024, 2023, 2022 & 2021.

(e) Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the year ended on March 31, 2024, 2023 and 2022.

(f) Utilisation of borrowed funds and share premium

During the year ended on March 31, 2024, March 31, 2023, 2022 & 2021, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the year ended on March 31, 2024, March 31, 2023, 2022 & 2021, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

- (g) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
(h) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

VI. Non-adjustment Items:

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

VII. Material Regroupings:

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

VIII. Material Adjustments in Restated Profit & Loss Account:

Particulars	For the Year Ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Profit After Tax as per Books of Accounts	1,935.52	1,296.70	579.21
Adjustment for Gratuity Provision	111.31	(12.57)	(10.13)
Adjustment on Account of Depreciation	0.53	-	-
Adjustment for provision of Income Tax	(79.85)	72.71	-
Adjustment for provision of Deferred Tax	(32.25)	3.16	26.09
Total Adjustments	(0.25)	63.31	15.96
Profit After Tax as per Restated	1,935.27	1,360.00	595.17

Reconciliation of Equity

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Balance of Equity (Networth) as per Audited Financial Statement	6,295.97	4,360.45	3,063.75
Adjustment on account of Opening Gratuity Provision	(93.54)	(93.54)	(93.54)
Adjustment related to Profit and Loss account	79.02	79.27	15.96
Balance of Equity (Networth) as per Restated Financial Statement	6,281.44	4,346.17	2,986.17

IX.**Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) and as confirmed to us there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under “The Micro, Small and Medium Enterprises

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

- X. II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived after such deductions.

XI.**Long Term Employee Benefits [AS-15]**

Accounting Standard (AS) – 15 issued by ICAI is Mandatory. The Company has accounted for Long Term employee Benefits based on Actuarial

Assumption used by Actuarial for Grauity Provision

Particulars	For the Year Ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Discount Rate	7.25%	7.50%	7.50%
Salary Growth Rate	5.00 % per annum	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14
Expected rate of return	-	-	-
Withdrawal rate (Per Annum)	10.00 % per annum	10.00 % per annum	10.00 % per annum
Normal Retirement Age	60 Years	60 Years	60 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	Rs. 20 Lakhs	Rs. 20 Lakhs	Rs. 20 Lakhs

(Source: Based on Valuation report Mr. Ashok Kumar Garg (Fellow Member of Institute of Actuaries of India -00057) dated October 14, 2023 for period upto March 31, 2023 and report dated May 17, 2024 for the year ended on March 31, 2024.

XII.**Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

XIII.**Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

XIV.**Examination of Books of Accounts & Contingent Liability**

The list of books of accounts maintained is based on information provided by

XV.**Director Personal Expenses**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

XVI.**Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

XVII.**Pending registration / satisfaction of charges with ROC**

The Company has availed Loan against Vehicle Loan from NBFC Toyota Financial Services amounting to Rs.102.00 Lacs on which charge has not been created beyond the stipulated time-period. Further, detail of charges not satisfied as on 31-03-2024 are as under:

Haryana State Indl. Development Corporation Ltd	150.00
Oriental Bank of Commerce	30.00

ANNEXURE –VIII

Statement of Tax Shelter, As Restated

(₹ in Lakhs)

Particulars	As At		
	March 31, 2024	March 31, 2023	March 31, 2022
Profit Before Tax as per books of accounts (A)	2,605.49	1,820.47	744.74
-- Normal Tax rate	25.17%	25.17%	27.82%
-- Minimum Alternative Tax rate	17.28%	17.28%	17.28%
Permanent differences			
Other adjustments	19.80	0.21	-
Interest on TDS/TDS Written Off	-	20.41	-
Loss on sale of Investment	-	-	-
Total (B)	19.80	20.62	-
Timing Differences			
Depreciation as per Books of Accounts	127.22	95.18	106.03
Depreciation as per Income Tax	110.47	107.61	107.00
Difference between tax depreciation and book depreciation	16.75	(12.43)	(0.97)
Bonus / Gratuity Provision in Books	47.07	13.94	21.94
Bonus Gratuity Actually Paid	(1.35)	(1.38)	(11.81)
Deduction under chapter VI-A	-	-	-
Total (C)	62.47	0.13	9.16
Net Adjustments (D = B+C)	82.27	20.76	9.16
Total Income (E = A+D)	2,687.76	1,841.23	753.90
Brought forward losses set off	-	-	(124.73)
Taxable Income/ (Loss) for the year/period (E+F)	2,687.76	1,841.23	629.17
Tax Payable for the year	676.45	463.40	175.03
Interest Expenses	8.94	-	0.37
Total Tax Expense	685.39	463.40	175.40
Tax payable as per MAT	465.00	318.00	128.71
Tax payable as per normal rates or MAT (whichever is higher)	Income Tax	Income Tax	Income Tax

Statement of Capitalization, As Restated

Particulars	(₹ in Lakhs)	
	Pre-Issue March 31, 2024	Post Issue*
Debt :		
Long Term Debt	403.03	403.03
Short Term Debt	2,013.13	2,013.13
Total Debt	2,416.15	2,416.15
Shareholders Funds		
Equity Share Capital	1,799.76	[●]
Reserves and Surplus	4,481.68	[●]
Less: Misc. Expenditure	-	-
Total Shareholders' Funds	6,281.44	[●]
Long Term Debt/ Shareholders' Funds	0.06	[●]
Total Debt / Shareholders Fund	0.38	[●]
* Assuming Full Allotment of IPO shares		

Company has increased authorised capital of the Company from Rs. 300 Lakh divided into 3 Lakhs Equity Shares of Rs. 100 each to Rs. 2500 Lakhs divided into 25 Lakhs Equity Shares of Rs. 100 Each in the extra-ordinary General Meeting of Shareholders of the company held on September 25, 2023. on September 25, 2023 there was Split/Sub Division of Equity Shares of ₹100/- each of the company into 10 shares of ₹10/- each. Company has allotted 1,49,98,000 Bonus Equity Shares of Rs. 10 each on October 13, 2023 in the ratio of 5:1 i.e. for every equity share, 5 bonus shares were issued.

ANNEXURE –VI

Statement of Accounting & Other Ratios, As Restated

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit as Restated (A)	1,935.27	1,360.00	595.17
Add: Depreciation	127.22	95.18	106.03
Add: Finance Cost	595.48	501.29	420.11
Add: Income Tax/ Deferred Tax	670.22	460.48	149.56
Less: Other Income	(58.59)	(82.39)	(42.27)
EBITDA	3,269.60	2,334.56	1,228.61
EBITDA Margin (%)	10.79%	9.46%	8.70%
Net Worth as Restated (B)	6,281.44	4,346.17	2,986.17
Return on Net worth (%) as Restated (A/B)	30.81%	31.29%	19.93%
Equity Share at the end of year (in Nos.)(C)	17,997,600	299,960	299,960
Weighted No. of Equity Shares (in Nos.)(D)	17,997,600	299,960	299,960
Weighted No. of Equity Shares Considering Bonus & Split Impact (E) (Post Bonus after restated period with retrospective effect)	17,997,600	17,997,600	17,997,600
Basic & Diluted Earnings per Equity Share as Restated (A/D)	10.75	453.39	198.42
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)	10.75	7.56	3.31
Net Asset Value per Equity share as Restated (B/C)	34.90	1,448.92	995.52
Net Asset Value per Equity share as Restated after considering Bonus & Split Impact with retrospective effect (B/E)	34.90	24.15	16.59

Note:-

EBITDA Margin = EBITDA/Total Revenues

Networth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

On September 25, 2023 there was Split/Sub Division of Equity Shares of ₹100/- each of the company into 10 shares of ₹10/- each.

Company has allotted 1,49,98,000 Bonus Equity Shares of Rs. 10 each on October 13, 2023 in the ratio of 5:1 i.e. for every equity share, 5 bonus shares were issued.

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Accounting Ratio

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022	Comments
1	Current Assets	11,645.31	9,886.00	8,541.28	Variation is less than 25%
	Current Liabilities	6,309.81	5,818.36	5,951.03	
	Current Ratio (In Times)	1.85	1.70	1.44	
	Variation	8.62%	18.38%	-	
2	Total Debt (Short Term + Long Term)	2,416.15	3,143.25	2,693.08	For FY 2023-24 vs FY 2022-23: Due to reduction in Debt and increase in Profits of the Company
	Equity	6,281.44	4,346.17	2,986.17	
	Debt Equity Ratio	0.38	0.72	0.90	
	Variation	-46.81%	-19.81%	-	
3	Earnings available for debt service	3,271.44	2,346.07	1,242.49	Due to increase in Profits.
	Debt Service	870.24	879.57	612.11	
	Debt Service Coverage Ratio	3.76	2.67	2.03	
	Variation	40.94%	31.40%	-	
4	Net Profits after taxes – Preference Dividend (if any)	1,935.27	1,360.00	595.17	there was loss during FY 20-21 and Profits of the company was Rs. 5.71 Crores in FY 21-22 due to which RoE has increased. Due to increase in profits and Equity ROE has increased.
	Average Shareholder's Equity	5,313.80	3,666.17	2,735.36	
	Return on Equity (ROE):	36.42%	37.10%	21.76%	
	Variation	-1.82%	70.49%	-	
5	Sales	30,290.97	24,666.47	14,125.12	Due to increase in turnover this ratio has increased
	Average Inventory	3,937.28	4,156.74	3,293.74	
	Inventory Turnover ratio	7.69	5.93	4.29	
	Variation	29.65%	38.37%	-	
6	Net Credit Sales	30,290.97	24,666.47	14,125.12	Due to increase in trade receivables this ratio has increased
	Average Accounts Receivable	5,308.84	3,971.21	2,548.66	
	Trade receivables turnover ratio	5.71	6.21	5.54	
	Variation	-8.14%	12.07%	-	
7	Net Credit Purchases (Purchase + Other Expenses)	26,647.88	21,386.76	12,278.02	Variation is less than 25%
	Average Trade Payables	3,448.52	3,230.91	1,856.33	
	Trade payables turnover ratio	7.73	6.62	6.61	
	Variation	16.74%	0.08%	-	
8	Net Sales	30,290.97	24,666.47	14,125.12	Due to increase in Net Sales.
	Average Working Capital	4,701.57	3,328.94	2,291.46	
	Net capital turnover ratio	6.44	7.41	6.16	
	Variation	-13.05%	20.20%	-	
9	Net Profit	1,935.27	1,360.00	595.17	Due to increase in Profits.
	Net Sales	30,290.97	24,666.47	14,125.12	
	Net profit ratio	6.39	5.51	4.21	
	Variation	15.88%	30.85%	-	
10	Earning before interest and taxes (EBIT)	3,144.21	2,250.89	1,136.45	Due to Increase in EBIT of the Company
	Average Capital Employed	8,014.26	6,514.14	5,385.82	
	Return on capital employed (ROCE)	39.23%	34.55%	21.10%	
	Variation	13.54%	63.76%	-	
11	Return on investment	NA	NA	NA	NA

Statement of Related Party & Transactions :

List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1	HMTD Engineering Private Limited	Entities in which Key Management Personnel (KMP)/relative of KMP exercise significant influence/ or is trustee
2	M.S.Stampings Private Limited	
3	Arvind Conductors Private Limited	
4	Parkshala	
1	Munish Kumar Aggarwal	Key Managerial Personnel
2	Sunita Aggarwal	Relative of KMP
3	Mudit Aggarwal	Key Managerial Personnel
4	Sunita Aggarwal	Relative of KMP
5	Priya Gupta	Relative of KMP

(₹ in Lakhs)

Transactions during the year:	For the Year Ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Sales			
HMTD Engineering Private Limited	154.94	9.54	0.57
Purchase			
HMTD Engineering Private Limited	370.96	164.61	62.38
Rent Expenses			
Arvind Conductors Private Limited	60.00	48.00	48.00
CSR Expense			
Parkshala	16.55	4.26	-
Interest Expense			
Munish Kumar Aggarwal	-	4.71	9.48
Sunita Aggarwal	-	0.10	0.09
Mudit Aggarwal	-	-	0.59
M.S.Stampings Private Limited	-	4.05	4.50
Remuneration			
Munish Kumar Aggarwal	132.00	132.00	78.00
Sunita Aggarwal	30.00	30.00	30.00
Mudit Aggarwal	30.00	30.00	30.00
Priya Gupta	18.00	18.00	18.00
Loan Taken			
Munish Kumar Aggarwal	60.90	113.50	393.55
Mudit Aggarwal	4.92	-	10.00
Sunita Aggarwal	25.00	-	-
Priya Gupta	2.95	-	-
Loan Repaid			
M.S.Stampings Private Limited	63.74	18.93	-
Munish Kumar Aggarwal	113.61	172.98	443.14
Mudit Aggarwal	4.92	11.15	10.00
Sunita Aggarwal	26.74	-	-
Priya Gupta	2.95	-	-

Figures shown above are exclusive of GST and TDS

Outstanding Balance (Receivables)/Payable	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Loan			
Munish Kumar Aggarwal	-	52.70	107.94
Sunita Aggarwal	-	1.74	1.65
Mudit Aggarwal	-	-	11.02
M.S.Stampings Private Limited	-	63.74	79.02
Priya Gupta	-	-	-
Remuneration Payable			
Munish Kumar Aggarwal	(1.21)	7.27	4.54
Sunita Aggarwal	1.44	1.93	1.82
Mudit Aggarwal	1.51	1.93	1.88
Priya Gupta	1.25	1.09	1.10
Trade Receivable			
HMTD Engineering Private Limited	(197.04)	-	-
Advance to Arvind Conductors Private Limited	(75.72)	(22.32)	(22.32)
Expense Payable			
Arvind Conductors Pvt Ltd	-	-	8.64

ANNEXURE –X

Statement of Dividends

No Dividend Paid in last three years.

ANNEXURE –XI

Changes in the Significant Accounting Policies

for accounting for long term employee benefits (Grauity). Company has changed the accounting policy for Grauity from cash basis to based on Acturial Valuation report. Actuarial valuation report is issued by Mr. Ashok Kumar Garg (Fellow Member of Institute of Acturies of India -00057) dated October 14, 2023 for period upto March 31, 2023 and Report dated May 17, 2024 for period ended on March 31, 2024.

Impact on Profit and loss account due to change in accounting

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Reduction in Profits to the extent of	-	12.57	21.94

Company has provided for Gratuity provision as per actuarial report for the first time in Books of Accounts for FY 2023-24.

ANNEXURE –XII

Contingent Liabilities:

a.Claims against the Company (including unasserted claims) not acknowledged as debt:

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Related to Direct Tax Matters	54.51	-	143.19
Related to Indirect Tax Matters	2.29	-	-

Capital Commitment	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	777.66	-	-

FINANCIAL INDEBTNESS

Our Company has availed credit facilities in their ordinary course of business for meeting their working capital requirements and business requirements. Our Company, from time to time, provides certain unsecured loans to our related parties. Our Company also provides guarantees in relation to the loans availed by our Subsidiaries as and when required. For details regarding the borrowing powers of our Board, see “*Our Management – Borrowing Powers*” on page 187 of this Red Herring Prospectus.

The details of aggregate indebtedness of our Company for the Financial Year ended March 31, 2024, is provided below:

Category of borrowing [Secured & Unsecured Loan]	Sanctioned amount (in lakhs)	Outstanding as of March 31, 2024 (In Lakhs)	
		Long term	Short term
<u>SECURED LOANS</u>			
Toyota Financial Services India Ltd	102	66.38	18.53
Yes Bank - Letter of Credit #	3,500	2,575.00	0
Yes Bank - Cash Credit*	2,000	0	1,738.36
Yes Bank - GECL 001	269	0	89.44
Yes Bank - GECL 002	226	75.28	75.36
Deutsche Bank	498	261.37	91.42
<u>UNSECURED LOANS</u>			
Loan from Director	-	-	-

* There is a WCTL of 15 Crore out of 20 crore of CC lines. The rate of WCTL and CC is the same.

There is an interchangeability of 10 crores out of LC & CC lines.

Key terms of borrowings availed by our Company

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

Loan From	Type of Loan	Security	Commission Rate	Event of Default	Loan Tenure
Toyota Financial Services India Limited	Car Loan	Secured	8.90%	None	60 Months
Yes Bank	Letter of Credit Usance	Secured	0.40% PA and 0.25% PA (in case of Foreign Letter of Credit)	None	6 months including usance period
Yes Bank	Counter Bank Guarantee	Secured	Nil	None	Maximum 24 months
Yes Bank	Cash Credit	Secured	Repo Rate + 2.85% pa	None	12 months
Yes Bank	Post Shipment Credit	Secured	To be decided at the time of disbursement	None	6 Months
Yes Bank	Bank Guarantee (Performance/Financial)	Secede	0.50% p.a.	None	Maximum 24 months
Yes Bank	Working Capital Demand Loan	Secured	Repo Rate + 2.85% pa.	None	Maximum 4 months
Yes Bank	Export Packing Credit (EPC)/ Packing Credit in Foreign Currency	Secured	EPC - Repo Rate + 2.5% and PCFC	None	6 Months
Yes Bank	Guaranteed Emergency Credit Line	Secured	Rep Rate + 2.70% p.a.	None	21 to 36 months

Loan From	Type of Loan	Security	Commission Rate	Event of Default	Loan Tenure
Deutsche Bank AG	Loan Against Property	Secured	7.20% p.a.	None	60 months

OTHER FINANCIAL INFORMATION

The information required under Clause 11 of Part A of Schedule VI of the SEBI (ICDR) Regulations are given below:

Particulars	For the Financial Year ended March 31		
	2024	2023	2022
Restated PAT as per P& L Account (₹ in Lakhs) (A)	1,935.27	1,360.00	595.17
EBITDA (₹ in Lakhs)	3,269.60	2,334.56	1,228.61
EBITDA Margin (%)	10.79%	9.46%	8.70%
Net Worth as Restated (₹ in Lakhs) (B)	6,281.44	4,346.17	2,986.17
Return on Net worth (%) as Restated (A/B)	30.81%	31.29%	19.14%
Equity Share at the end of year (in Nos.) (C)	1,79,97,600	299,960	299,960
Weighted No. of Equity Shares (in Nos.) (D)	1,79,97,600	299,960	299,960
Weighted No. of Equity Shares Considering Bonus & Split Impact (E) (Post Bonus after restated period with retrospective effect)	1,79,97,600	17,997,600	17,997,600
Basic & Diluted Earnings per Equity Share as Restated (A/D)	10.75	453.39	190.57
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)	10.75	7.56	3.18
Net Asset Value per Equity share as Restated (B/C)	34.90	1,448.92	995.52
Net Asset Value per Equity share as Restated after considering Bonus & Split Impact with retrospective effect (B/E)	34.90	24.15	16.59

Note: -

- 1) *EBITDA Margin = EBITDA/Total Revenues.*
- 2) *Net worth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off.*
- 3) *Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.*
- 4) *Return on Net worth (%) = Restated Profit after taxation / Net worth x 100.*
- 5) *Net asset value/Book value per share (₹) = Net worth / No. of equity shares*
- 6) *The Company does not have any revaluation reserves or extra-ordinary items.*
- 7) *On September 25, 2023, there was Split/Sub Division of Equity Shares of ₹100.00/- each of the company into 10 shares of ₹10.00/- each.*
- 8) *Company has allotted 1,49,98,000 Bonus Equity Shares of Rs. 10 each on October 13, 2023, in the ratio of 5:1*
- 9) *i.e. for every equity share, 5 bonus shares were issued.*
- 10) *As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration.*

CAPITALISATION STATEMENT

The following table sets forth our capitalization derived from our Restated Financial Statements for the Financial Year ended March 31, 2024, and as adjusted for the Offer. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Restated Financial Information*” and “*Risk Factors*” on pages 217, 209, and 27, respectively of this Red Herring Prospectus.

Particulars	Pre-Offer	Post Offer*
	For the Financial Year ended March 31, 2024 (₹ in Lakhs)	
Debt		
Long Term Debt	403.03	403.03
Short term Debt	2,013.13	2,013.13
Total Debt (A)	2,416.15	2,416.15
Equity Shareholders Funds		
Share Capital	1,799.76	[●]
Reserves and Surplus	4,481.68	[●]
Less: Misc. Expenditure	-	-
Total Equity (B)	6,281.44	[●]
Ratio: Long Term Debt/Equity	0.06	[●]
Ratio: Total Debt/Equity	0.38	[●]
*Assuming Full Allotment of IPO shares		

Notes:

Company has increased authorized capital of the Company from ₹300.00 Lakhs divided into 3,00,000 Equity Shares of ₹100.00/- each to ₹2500.00 Lakhs divided into 25 Lakhs Equity Shares of ₹100.00/-. Each in the extra-ordinary general meeting of shareholders of the Company held on September 25, 2023, on September 25, 2023, there was split/sub-division of equity shares of ₹100.00/- each of the Company into 10 equity shares of ₹10.00/- each. Company has allotted 1,49,98,000 Bonus Equity Shares of ₹10.00/- each on October 13, 2023, in the ratio of 5:1 i.e. for every equity share, 5 bonus shares were issued.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 209 of this Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI (ICDR) Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 27 of this Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Jay Bee Laminations Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 included in this Red Herring Prospectus beginning on page 209 of this Red Herring Prospectus.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations, or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

Business Overview

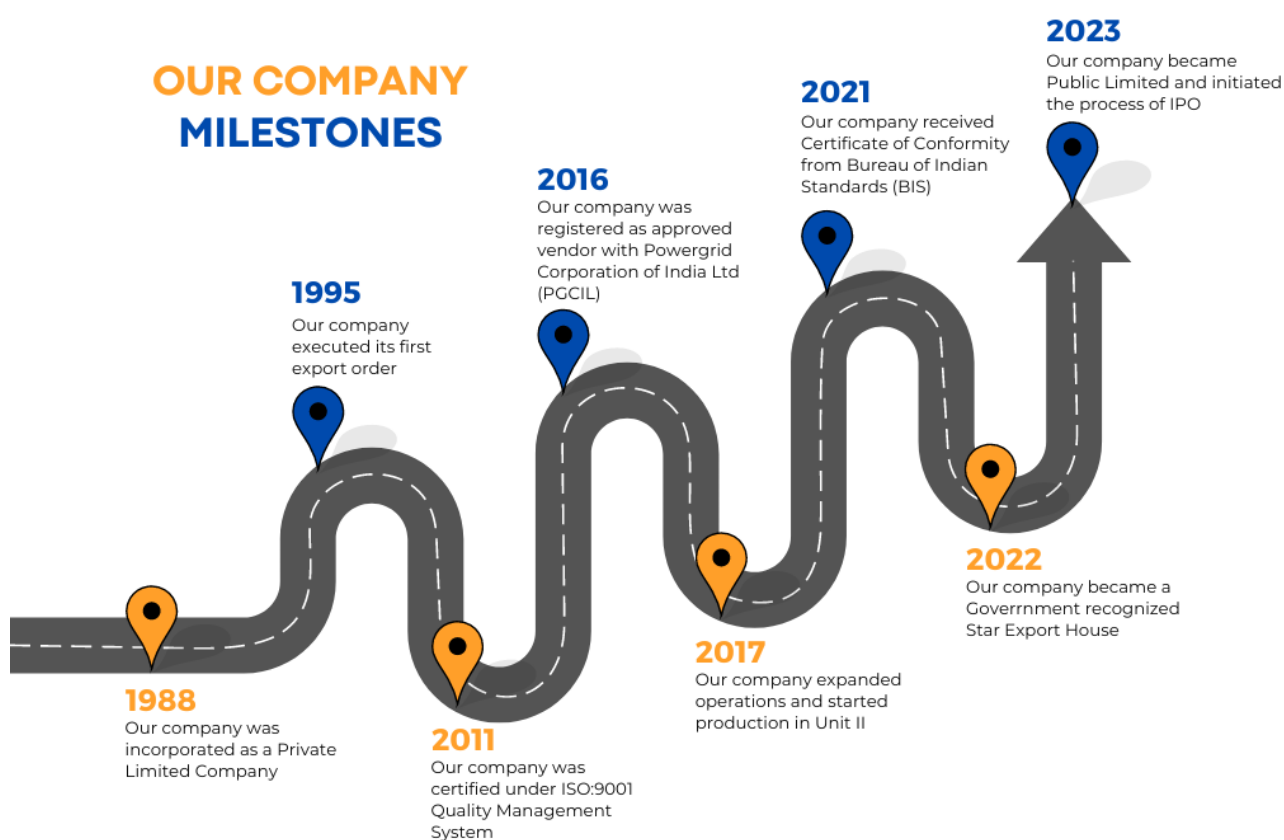
Established in 1988, Jay Bee Laminations Limited, currently manufactures and supplies range of products such as electrical laminations, slit coils, and assembled cores made of Cold Rolled Grain Oriented Silicon steel and Cold-Rolled Non-Grain-Oriented Steel for applications in transformers, UPS, and inverters, for end-use in power industry.

Our Company's manufacturing units are equipped with all in-house facilities for slitting, cutting, assembling, and testing of CRGO and CRNGO electrical steel cores spread across total area of 10,878 sq mt. We also have our in-house laboratory for raw material and finished goods sample testing and in-house tooling division for blade sharpening. Our production facilities emphasize on processing and manufacturing electrical steel cores to meet the quality standards of power and distribution transformers. Our current facilities are well equipped to serve customers manufacturing transformers up to 220 kV class. Additionally, we have used 83% of our capacity, as on March 31, 2024.

Presently, our Company's main focus is on supplying CRGO electrical steel cores solely to transformer manufacturers. These materials necessitate a high level of expertise in manufacturing, handling, and processing due to their sensitivity to physical stresses and jerks, which is vital for ensuring the safety and quality of transformers. Adhering to strict quality requirements, all transformer core-related raw materials imported, purchased, and sold in India must conform to the standards set by the Bureau of Indian Standards (BIS).

Our clientele encompasses manufacturers producing Power and Distribution transformers in the range of 11kV to 220 kV class. The quality of these transformers relies significantly on the raw materials used in their manufacturing, with the core accounting for 25-30% of the transformer's total cost depending on the size of the transformer. Additionally, the core plays a crucial role in reducing transmission and distribution (T&D) losses within the electricity supply infrastructure, highlighting its pivotal significance in the realm of power distribution.

Evolution and Milestones of Jay Bee Laminations Ltd



Key Financial Performance

We utilize a set of financial indicators that our management reviews in evaluating the performance of our business. Our management believes that the presentation of these key performance indicators in this Red Herring Prospectus are important to understanding our performance from period to period and also have an impact on our results of operations. These key performance indicators may or may not be compatible with similarly titled metrics presented by others operating in our industry. These indicators are not intended to be a substitute for, or superior to, any measures of performance prepared in accordance with GAAP, and may not fully reflect our financial performance, liquidity, profitability, or cash flows. The following table sets forth our key financial and operational metrics as of or for the years indicated:

Key Performance Indicators of our Company

Key Financial Performance	For the Financial Years ended March 31		
	2024	2023	2022
Revenue from Operations (₹ Lakhs)	30,290.97	24,666.47	14,125.12
Gross Profit (₹ Lakhs)	5,291.76	3,944.33	2,824.13
Gross Profit Margin (%)	17.47%	15.99%	19.99%
EBITDA (₹ Lakhs)	3,269.60	2,334.56	1,228.61
EBITDA Margin %	10.79%	9.46%	8.70%
PAT (₹ Lakhs)	1,935.27	1,360.00	595.17
PAT Margin %	6.39%	5.51%	4.21%
Net cash from operating activities (₹ Lakhs)	1,576.65	508.72	797.67
Net Worth (₹ Lakhs)	6,281.44	4,346.17	2,986.17
Total Debt (₹ Lakhs)	2,416.15	3,143.25	2,693.08
ROE %	36.42%	37.10%	21.76%
ROCE %	39.23%	34.55%	21.10%

As certified by M/s. A Y & Co., Chartered Accountants through their certificate dated Friday, August 16, 2024.

Explanation for the KPIs:

Sr. No.	KPI	Remark/Definition/Assumptions
1	Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
2	Gross Profit	The amount of money a company makes from its sales after subtracting the cost of goods sold (COGS).
3	Gross Profit Margin	A percentage that shows how much of each dollar of sales is gross profit. It is calculated by dividing gross profit by sales revenue and multiplying by 100.
4	EBITDA	EBITDA provides information regarding the operational efficiency of the business
5	EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
6	PAT	Profit after tax provides information regarding the overall profitability of the business
7	PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
8	Net cash from operating activities	The cash a company generates or spends through its core business operations, excluding investments and financing activities.
9	Net Worth	The difference between a company's total assets and total liabilities.
10	Total Debt	The sum of all outstanding borrowings a company has, including loans and bonds.
11	Return on Equity	Return on equity provides how efficiently our Company generates profits from shareholders' funds
12	Return on Capital Employed	Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business

Description on the historic use of the KPIs by us to analyse, track or monitor our operational and/or financial performance in evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance.

The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to GAAP measures of performance or as an indicator of our operating performance, liquidity, or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with GAAP. Investors are encouraged to review GAAP financial measures and to not rely on any single financial or operational metric to evaluate our business.

Significant Developments After March 31, 2024

In the opinion of the Board of Directors of our Company, since March 31, 2024, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

Factors Affecting Our Results Of Operations

Our financial performance and results of operations are influenced by a number of important factors, some of which are beyond our control, including without limitation, intense global and domestic competition, general economic conditions, changes in conditions in the regional markets in which we operate, changes in costs of raw materials and supplies, COVID-19-related effects on global and domestic economic conditions, and evolving government regulations and policies. Some of the more important factors are discussed below, as well as in the section titled “*Risk Factors*” on page 27 beginning of this Red Herring Prospectus.

Our Company's future results of operations could be affected potentially by the following factors:

Revenue generated from end use industry

Demand for our products is directly related to the production and sales of our end user industry.

Set out below are the revenues generated from various end-use industries and as a percentage of our revenue from sale of products:

Sectors	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Total Revenue	Amount (₹ in Lakhs)	% of Total Revenue	Amount (₹ in Lakhs)	% of Total Revenue
Transformers	29,642	97.92%	24,194	98.12%	13,896	98.38%
Inverters/ UPS	32	0.11%	17	0.07%	0	0.00%
Others (Scrap etc)	598	1.98%	447	1.81%	229	1.62%
Total	30,272	100.00%	24,658	100.00%	14,125	100.00%

The production and sales of our end user industry for which we supply products are affected by a variety of other factors that are beyond our control, including changes in government policies, changes in consumer demand, product mix shifts favouring economic conditions, demographic trends, disruptions in these industries' supply chain, labour relations, regulatory requirements, credit availability and cost of credit and general economic and industry conditions Currency fluctuations, government procurement schemes for customers' products, government payments and policies.

It is difficult to forecast events which affect the profitability and liquidity of our customers or the success or sustainability of any strategies undertaken by any of our customers in response to ongoing economic or industry trends. Reduced demand in the industries we currently supply to, continued uncertainty and other unexpected fluctuations or change in regulations, customs, taxes or other barriers or restrictions adversely affecting the market, particularly those impacting our customers could have a material adverse impact on our business, results of operations, cash flows and financial condition.

Long-standing client relationships

We are dependent on certain of our key customers and the details of contribution of our top five and top 10 customers to our total revenue from operations Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, have been set out below.

Particulars of Suppliers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase
Top 5	19,572.74	75.34%	14,007.45	74.19%	9,014.93	63.92%
Top 10	23,062.39	88.77%	17,884.92	94.73%	11,847.72	84.01%

Additionally, certain customers have high and stringent standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations and specifications could result in the cancellation or non-renewal of purchase orders. There are also a number of factors, other than our performance that could cause the loss of a customer. Customers may demand, among others, price reductions, setoff any payment obligations, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

Accordingly, we face the risk that our customers might not place any order or may even cancel existing orders or make change in their policies which may result in reduced quantities being manufactured by us for our customers. Cancellations, reductions or instructions to delay production or dispatch (thereby delaying delivery of products manufactured by us) by a significant customer could adversely affect our results of operations by reducing our sales volume, as well as by possibly causing delay in our customers' paying us for the order placed for purchasing the inventory with us which we would have manufactured for them. If we are not able to find customers or purchasers for the surplus or excess capacity, we would be forced to incur a loss.

Further, in the event our major customers face any form of adverse effect due to exigent circumstances, resulting in a sustained decline in the demand for their products, could prompt them to reduce their production volumes, in turn affecting their demand for our products. The volume and timing of sales to our major customers may also adversely vary due to variation in: (i) delay in or cancellation; (ii) demand or requirements; (iii) manufacturing strategy; and (iv) growth strategy. As we do not have firm commitment in the form of long-term supply agreements with our customers, there is no commitment on the part of our major customers to continue to place new purchase orders with us and as a result, our cash flow and consequent revenue may fluctuate significantly from time to time. Further, we may not be able to find any other customers for the surplus or excess capacity, in which case we may be forced to incur a loss.

In addition, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules and other resource requirements, based on our estimates of customer orders. We make Raw material purchase plan and capacity utilization and manpower planning based on orders projections for 1-4 months. The changes in demand for their products (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and limit our ability to maximize utilization of our manufacturing capacity.

Additional factors that could significantly harm our customers as well as us, include:

- action undertaken by the government to tax our business, or that of our customers;
- recession in countries in which our key customers' operate their businesses;
- slowdown and reduced spending in the industries in which our customers operate;
- our customers' inability to effectively manage their operations;
- a change in their management which may results in us not being a preferred supplier to them; and
- changes in laws affecting our customers to operate profitably.

Raw Material Costs, Operating Costs and Operational Efficiencies

Our business, financial condition, results of operations and prospects are significantly impacted by the prices of raw materials purchased by us. Our cost of raw materials consumed and change in Finished Goods and work in progress, Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, was ₹24,999.22 Lakhs, 20,722.14 Lakhs, and ₹11,300.99 Lakhs, respectively, which represented 82.53%, 84.01%, and 80.01% of our revenue from operations for the respective Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022. Our financial condition and results of operations are significantly impacted by the availability and costs of raw materials. Raw material pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, fuel prices and availability, power tariffs and currency exchange rates. This volatility in commodity prices can significantly affect our raw material costs. Further, our contracts with our customers generally provide for pass through of any variation in the raw material costs. However, our cash flows may still be adversely affected because of any gap in time between the date of procurement of those primary raw materials and date on which we can reset the product prices for our customers, to account for the increase in the prices of such raw materials.

Our ability to manage our operating costs and operations efficiencies is critical to maintaining our competitiveness and profitability. Our profitability is partially dependent on our ability to increase our productivity and reduce our operating expenses.

Availability of funds for capital expenditure

We continuously invest in machinery and equipment to expand our machining capacity to seize opportunities for growth in the market. The actual amount and timing of our future capital expenditure may deviate from initial estimates due to various factors. These factors include unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, technological advancements, and emerging market developments.

Long Term relation with Suppliers

Our results of operations depend upon our ability to obtain quality raw materials required for our products and other inputs regularly, at low prices and favourable terms. For timely supply of raw materials, we have to depend on certain third-party suppliers with whom we do not have any exclusive arrangements. Our inability to procure these raw materials on terms more favourable, or at all, may constrain our raw material supply, resulting in an adverse effect on our business, financial condition, and results of operations. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. In addition, we import certain raw materials for CRGO steel coils and CRNGO steel coils. We are also susceptible to the risks arising out of raw material price fluctuations as well as import duties, which could result in a decline in our operating margins.

Further, our operations and performance are directly related to and affected by the cost of various inputs including raw materials such as CRGO steel coils and CRNGO steel coils, power, and fuel, packing material, and freight and forwarding costs. Besides CRGO and CRNGO steel, we use packing material such as wood, polythene, plastic straps, and metal straps. Mild steel (MS) prices may affect the overall cost of assembled cores. If we cannot fully offset increases in raw material prices with increases in the prices for our products, we will experience lower margins, which will have a material adverse effect on our results of operations, financial condition, and cash flows. Similarly, we also face a risk of facing loss on inventory if raw material prices decrease thereby affecting our operating margins. In the absence of such contracts, we are also exposed to the risk of unavailability of certain raw materials in desired quantities and qualities, in a timely manner or at all.

In the last Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, other than the non-availability of raw material on account of COVID-19 from certain vendors who were unable to transport raw materials to us, we have not faced any issues with our suppliers. We have faced shortage of raw material due to shipping and logistics issues.

The table below sets forth share in our cost of raw materials from our top 5 and top 10 suppliers in the periods/years indicated:

Particulars of Suppliers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase	Amount (₹ in Lakhs)	% of total Purchase
Top 5	19,572.74	75.34%	14,007.45	74.19%	9,014.93	63.92%
Top 10	23,062.39	88.77%	17,884.92	94.73%	11,847.72	84.01%

The table below sets forth our cost of raw materials and change in stock of finished goods and work in progress as a percentage of our revenue from operations in the periods/years indicated:

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Cost of raw materials and change in stock of finished goods and work in progress	24,999.21	82.53%	20,722.14	84.01%	11,300.99	80.01%

There can be no assurance that a particular supplier will continue to supply us with raw materials in the future. Further, we cannot assure you that we will be able to enter into new or renew our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

In addition, as we generally have short-term arrangements for supply of our products to our business associates, non-availability of required raw materials or any other item of production in desired quantity and quality at the appropriate time, it may impact the production and sale of our products, which may consequently have an adverse effect on our business and results of operations.

Dependency on third-party transportation providers

Our success depends on the supply of various raw materials required for our manufacturing facilities and transport of our finished products from our manufacturing facilities to our clients', which are subject to various uncertainties and risks. We depend on various forms of transportation to either receive raw materials for our manufacturing purposes or to deliver the products to our clients, including for certain export sales. For these purposes, we typically rely on third-party transportation and logistics providers. We do not enter into agreements with transportation providers for the delivery of our products and are therefore dependent on transportation and logistics companies that we engage with. Although we have not encountered any significant disruption to the supply and transportation of raw materials and products in the past, the operating restrictions/ lockdown consequent to the outbreak of the COVID-19 pandemic temporarily affected our ability to procure raw materials and supply and transport of our finished products in the first quarter of Fiscal 2021. Any transport strikes and blockages on national highways such as farmers strikes can affect our transport of raw material and finished goods. There can be no assurance that any such disruption will not occur in the future as a result of these factors and that such disruptions will not be material.

The disruption of transportation services due to natural factors such as weather conditions particularly during monsoon or flood seasons, or man-made factors such as strikes, accidents, or other inadequacies in the transportation infrastructure, or any other factor that could impair the ability of our suppliers to deliver raw materials to us and our ability to deliver our products to our business associates and their ability to deliver products to the end retailer in a timely manner, which may adversely affect the sale of our glass products. Such raw materials and our products may get damaged, deteriorated, due to improper handling, negligence, transport strike or accidents, or any other force majeure events which may not be within our control. Further, the cost of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed, or lost goods. Additionally, if we lose one or more of our third-party transportation providers, there can be no assurance that we will be able to find new or alternative third-party transportation providers at all, or at terms as favourable as those which we have been in force with our current third-party transportation providers.

Further, our third-party transportation providers may not carry adequate insurance coverage and therefore, any losses that may arise during the transportation process may have to be claimed under our insurance policy, or marine insurance policy. There can be no assurance that we will receive compensation for any such claims in full amount in a timely manner or at all, and consequently, any such loss may adversely affect our business, financial condition, and results of operations. In addition, transportation costs have been steadily increasing. Any significant disruption in the distribution network could have an impact on our business and the results of operations.

Restrictions in import of raw materials

We currently import CRGO steel and CRNGO steel from China, Poland, USA, UAE, Japan, Germany, Czech Republic to manufacture our electrical steel products. Raw material imports are regulated by certain specific laws and regulations that permit concerned authorities to stop any import if it is deemed that the products proposed to be imported may cause major accidents or similar adverse incidents. While raw materials we import from foreign countries are not restricted, we cannot assure you that such regulations will not be made applicable to us, or that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import raw materials.

In the event we are unable to import these materials, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner or at all. Further, the supplier mills cannot supply to India unless they are authorized with BIS license. In an event where mill's license is not renewed or deferred or cancelled, we are unable to procure raw material.

Fluctuation in Foreign Exchange

Since our imported raw material cost is not substantial compared to our overall cost of raw material, any foreign currency fluctuation in the ordinary course will not have a material impact on the cost of raw materials for us.

A small portion of our total revenues is denominated in currencies other than Indian Rupees. The table below sets forth details of our export sales in the periods indicated:

Particulars	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Exports (Excluding SEZ Sales)	4,041.77	13.34%	3,461.90	14.03%	2,038.84	14.43%

Further, we also import certain equipment for our machinery. As on date, we have not undertaken any hedging transactions. As there is no hedging transaction, 100% Import Outstanding can be considered as unhedged. As on March 31, 2024, the Import Trade Payable was Nil. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an effect on our results of operations and cash flows.

Government Regulations and Policies

Government regulations and policies in India can affect the demand of our products.

The production and sales of our end user industry for which we supply products are affected by a variety of other factors that are beyond our control, including changes in government policies, changes in consumer demand, product mix shifts favouring economic conditions, demographic trends, disruptions in these industries' supply chain, labour relations, regulatory requirements, credit availability and cost of credit and general economic and industry conditions Currency fluctuations, government procurement schemes for customers' products, government payments and policies.

Further, in recent years, the Government of India has taken measures to control inflation, which included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows, and financial condition.

Similarly, changes in laws may require additional compliances and/or result in us incurring additional expenditure. For instance, the Government of India has notified four labour codes which are yet to come into force as of the date of this Red Herring Prospectus, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health, and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. Once these codes are in force, we may be required to incur additional expenditure to ensure compliance with them. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

Our manufacturing facilities

As of the date of this Red Herring Prospectus, we currently operate two manufacturing facilities located at Noida & Greater Noida, with commercial production of CRGO & CRNGO steel cores with applications in transformers, UPS & inverters.

Any disruption in our manufacturing operations involving the shutdown of our plant in any of our manufacturing facilities resulting from any factors beyond our control, including socio-economic, regulatory, policy or political developments, force majeure, natural calamities, or civil disruption, could result in a material adverse impact on our business operations and financial performance, particularly due to the long period of time required for rebuilding to resume production. Further, there can be no assurance that equipment in our manufacturing facilities will not malfunction, resulting in discontinuation of production. Any malfunction or shutdown of any of the plant would adversely impact production and could result in us incurring significant losses from shutdown of operations, capital expenditure to replace any malfunctioning furnace or other equipment, and thereby materially and adversely affecting our business, results of operations, financial condition, and cash flows.

The table below provides our actual production and capacity utilization for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022:

Particulars	For the Fiscal Years ended March 31					
	2024		2023		2022	
	Actual Production (Metric Tons per annum)	Capacity Utilization (%) *	Actual Production (Metric Tons per annum)	Capacity Utilization (%) *	Actual Production (Metric Tons per annum)	Capacity Utilization (%) *
Unit I	5,594	85.00%	4,491	68.00%	3,049	46.00%
Unit II	3,795	80.00%	2,917	61.00%	2,642	56.00%
Total Combined	9,389	83.00%	7,408	65.00%	5,691	51.00%

Our business is therefore dependent on our ability to ensure continued operations and production at optimal levels, which may be impacted by various operating risks, including industrial accidents, severe weather conditions, natural disasters, workforce productivity, regulatory developments and compliance, adequate and timely supply of raw materials, management of continuous operations, quality of products manufactured. Any significant malfunction or breakdown of our equipment may also entail significant repair and maintenance costs and cause delays in our operations. Further, we depend on third party suppliers of raw materials as well as equipment and services required for continuing operations. Our inability to effectively rectify any disruption, in a timely manner and at an acceptable cost, could lead to delays in the entire production cycle and an inability to comply with our clients' requirements, thereby adversely impacting our business operations and future financial performance.

Significant Accounting Policies

Significant Accounting Policy And Notes To The Restated Financial Statements

A. Background

The Company was originally incorporated in 1988 as a Private Limited Company in the name of "Jay Bee Laminations Private Limited domiciled in India under the provisions of the Companies Act, 1956 and now governed by Provisions of Companies Act 2013. Subsequently, the company was converted from a Private Limited Company to Public Limited Company and the name of the company was changed to "Jay Bee Laminations Limited" having Company Incorporation No. (CIN) U22222DL1988PLC031038. It is engaged in manufacturing of Cold Rolled Grain Oriented (CRGO) and Cold Rolled Non-Grain Oriented (CRNGO) Electrical Steel Cores.

B. Statement Of Significant Accounting Policies

1. Basis Of Preparation Of Financial Statements

The Restated Statement of Assets and Liabilities of the Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the annexure thereto (collectively, the "Restated Financial Statements" or "Restated Summary Statements") have been extracted by the management from the

Audited Financial Statements of the Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2014 as per section 133 of the Companies Act, 2013.

1. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring material adjustment to the carrying amounts of assets or liabilities in future periods.

2. Property, Plant and Equipment and Depreciation

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

The company has adopted cost model for all class of items of Property, Plant and Equipment. In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general-purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective on completion of construction / erection of the capital project / fixed assets. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal or external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

3. Foreign currency Transactions:

Conversion

Foreign currency monetary items are reported using the closing rate.

Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement or reporting of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous Standalone financial statement, are recognized as income or expense in the Statement of Profit and Loss.

4. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

5. Inventories

As per (AS) 2 the inventories are physically verified at regular intervals by the management. Raw material inventories are valued at the lower of cost and net realizable value.

Finished goods, Stock-in-trade and Work-in-progress are valued at lower of cost and net realizable value. Cost of inventories comprises of cost, of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing to their respective present location and condition.

Consumable stores and spares are valued at the lower of cost and net realizable value, as estimated by the management. Obsolete, defective, unserviceable, and silo / non-moving stocks are provided for.

6. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The capital gains on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments. Interest income is recognized on time proportion basis when it is accrued and due for payment.

7. Borrowing Cost

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

8. Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Long Term Employee benefits (gratuity) are recognized and accounted in the books of account based on Valuation report of Actuary.

9. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

10. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, and it is probable that there will be an outflow of resources.

Conversion

Monetary assets and liabilities dominated in foreign currency are translated into rupees at exchange rate prevailing on the date of Balance Sheet.

Exchange Difference

Exchange differences in respect of borrowing costs are adjusted with inventories.

B. Notes To The Restated Financial Statements

1. Non-Adjustment Items:

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

2. Material Regrouping

3. Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

4. Material Adjustments In Restated Profit & Loss Account

Particulars	For the Financial Year ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Profit After Tax as per Books of Accounts	1,935.52	1,296.70	579.21
Adjustment for Gratuity Provision	111.31	(12.57)	(10.13)
Adjustment for provision of Depreciation	0.53	-	-
Adjustment for provision of Income Tax	(79.85)	72.71	-
Adjustment for provision of Deferred Tax	(32.25)	3.16	26.09
Total Adjustments	(0.25)	63.31	115.96
Net Profit before Tax as per Restated Accounts	1,935.27	1,360.00	595.17

5. Payable To Micro, Small And Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises.

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) and as confirmed to us there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as for Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Nil.

- I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.
- II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured loans, and Current Liabilities are subject to confirmation and reconciliation.

6. Earnings In Foreign Currency

Particulars	For the Financial Year ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Exports (FOB Value)	4,041.77	3,461.90	2,038.84
Exports Realization	4,057.64	3,153.48	1,812.50

7. **Expenditure In Foreign Currency**

Particulars	For the Financial Year ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
In respect of Business Promotion, Repair & Maintenance & Professional Consultancy & Other Misce Expenses	3.87	5.94	2.76
-In respect of Foreign Travelling	--	25.66	2.25
-Container Freight	--	--	--
Total	3.87	31.60	5.01

8. **Managerial Remuneration**

Particulars	For the Financial Year ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Remuneration to Directors	177.00	162.00	108.00
Total	177.00	162.00	108.00

9. **Remuneration To Auditors**

Particulars	For the Financial Year ended March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Auditors' remuneration	5.00	4.88	4.88
Total	5.00	4.88	4.88

10. **Trade Payable Ageing Summary**

The trade payables ageing schedule for the period March 31, 2024, is as follows:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	36.63	-	-	-	36.63
Others	3,944.62	-	-	-	3,944.62
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	3,981.25	-	-	-	3,981.25

The trade payables ageing schedule for the period March 31, 2023, is as follows:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	2,973.53	-	-	-	2,973.53
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	2,973.53	-	-	-	2,973.53

The trade payables ageing schedule for the period March 31, 2022, is as follows:

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	3,536.81	-	-	-	3,536.81
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	3,536.81	-	-	-	3,536.81

11. Trade Receivables

The trade receivables ageing schedule for the period March 31, 2024, is as follows:

Particulars	Less than 6 months	6 Months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed						
Trade receivables – considered good	4,835.13	171.99	0.09	1.07	-	5,008.28
Trade receivables – doubtful debt	-	-	-	-	-	-
Disputed						
Trade receivables – considered good	-	-	-	-	411.38	411.38
Trade receivables – doubtful debt	-	-	-	-	-	-
Total	4,835.13	171.99	0.09	1.07	411.38	5,419.66

The trade receivables ageing schedule for the period March 31, 2023, is as follows:

Particulars	Less than 6 months	6 Months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed						
Trade receivables – considered good	4,634.00	0.07	139.35	335.09	89.51	5,198.02
Trade receivables – doubtful debt	-	-	-	-	-	-
Disputed						
Trade receivables – considered good	-	-	-	-	-	-
Trade receivables – doubtful debt	-	-	-	-	-	-
Total	4,634.00	0.07	139.35	335.09	89.51	5,198.02

The trade receivables ageing schedule for the period March 31, 2022, is as follows:

Particulars	Less than 6 months	6 Months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed						
Trade receivables – considered good	2,121.98	160.06	384.12	39.81	38.42	2,744.39
Trade receivables – doubtful debt	-	-	-	-	-	-
Disputed						
Trade receivables – considered good	-	-	-	-	-	-
Trade receivables – doubtful debt	-	-	-	-	-	-
Total	2,121.98	160.06	384.12	39.81	38.42	2,744.39

Components Of Income And Expenditure

Total Revenue

Our total revenue is divided into revenue from operations and other operating income. Revenue from operations consists of revenue generated from the sale of CRGO and CRNGO Electrical Steel Cores.,

Our other operating income consists of Job Work.

Total Expenses

Our total expenses comprise of purchases of Stock-in-trade, cost of materials consumed, changes in inventories of work-in-progress and finished goods, employee benefits expenses, finance costs, depreciation and amortization expenses, and other expenses.

Cost of Material Consumed

Cost of Material Consumed includes opening stock of raw material at the beginning of the year add: material purchases, wages, factory expenses, power & fuel expenses, carriage inward expenses, water charges, import duty and expenses and less: closing stock of raw material at the end of the year.

Changes in Inventories

Changes in Inventories comprise of opening stock of finished goods, work-in-progress, Scrap and packing material at the beginning of the year less closing stock of finished goods, work-in-progress, Scrap and packing material at the end of the year.

Employee benefits expenses

Employee benefit expenses comprises of (i) Salaries and Wages (ii) Contribution to Provident Fund and ESIC, (iii) Staff & Labor Welfare expenses and (iv) Gratuity expenses (v) Director's Remuneration and (vi) Other Allowances.

Finance costs

Finance cost includes interest on borrowings from Banks, non-banking financial company, others, and interest, bank charges, and bank guarantee charges.

Depreciation and Amortization Expenses

Depreciation and amortization expenses primarily include depreciation expenses on our tangible assets, amortization of intangible assets and depreciation of right of use assets.

Other Expenses

Other expenses majorly comprise of freight outward, discount allowed, Fuel & Lubricant, Professional and Legal fees, Repairs and Maintenance, Security Service Charges, Miscellaneous Expenses, Rates and Taxes, Office Rent, Travelling expenses, Brokerage and Commission, CSR expenses, etc.

Results Of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022:

Particulars	For the Financial Year ended March 31,					
	2024		2023		2022	
	₹ in Lakhs	% of Total Revenue	₹ in Lakhs	% of Total Revenue	₹ in Lakhs	% of Total Revenue
Revenue:						
Revenue from Operations	30,290.97	99.81%	24,666.47	99.67%	14,125.12	99.70%
Other income	58.59	0.19%	82.39	0.33%	42.27	0.30%
Total revenue	30,349.56	100.00%	24,748.86	100.00%	14,167.39	100.00%
Expenses:						
Cost of materials consumed & Manufacturing Expenses	25,640.91	84.49%	20,577.52	83.15%	11,306.40	79.81%
Purchase of stock- in-trade	0.00	0.00%	-	-	-	-
Changes in inventories of WIP, Finished goods and Stock- in -Trade	(641.69)	(2.11%)	144.61	0.58%	(5.41)	(0.04%)
Employees Benefit Expenses	1,013.35	3.34%	789.02	3.19%	610.02	4.31%
Finance Costs	595.48	1.96%	501.29	2.03%	420.11	2.97%
Depreciation and Amortization	127.22	0.42%	95.18	0.38%	106.03	0.75%
Other expenses	1,006.97	3.32%	809.24	3.27%	971.62	6.86%
Total Expenses	27,742.23	91.41%	22,916.87	92.60%	13,408.78	94.65%
Exceptional Items	(1.84)	(0.01%)	(11.52)	(0.05%)	(13.88)	(0.10%)
Profit before tax	2,607.33	8.59%	1,820.47	7.36%	744.74	5.26%
Tax expense:						
Current tax	685.39	2.26%	463.40	1.87%	175.40	1.24%
Deferred Tax	(15.17)	(0.05%)	(2.92)	(0.01%)	(25.84)	(0.18%)
Income tax for Earlier Years	-	-	-	-	-	-
Profit/ (Loss) for the period from continuing operations	1,935.27	6.38%	1,360.00	5.50%	595.17	4.20%

Comparison Of Financial Year Ended 2024 To Financial Year Ended 2023

Income

Total Revenue: Our total revenue increased by 22.63% to ₹30,349.561 Lakhs for the Financial Year ended 2024 from ₹24,748.86 Lakhs for the Financial Year ended 2023. This increase was due to an increase in revenue from operations.

Revenue from Operations

Our revenue from operations was increased by 22.81% to ₹30,290.97 Lakhs for the Financial Year ended 2024 from ₹24,748.86 Lakhs for the Financial Year ended 2023 due to increase in revenue in the year Financial Year ended 2024 by ₹5,600.70 lakhs, primarily due to an increase in domestic sale of products to ₹26,053.12 Lakhs in Financial Year ended 2024 from ₹20,328.91 in Financial Year ended 2023, and increase in export sales of products to ₹4,218.83 Lakhs in Financial Year ended 2024 from ₹4,329.04 in Financial Year ended 2023.

The growth has been majorly observed due to-

- 1) Increase in domestic sale of products to ₹26,053.12 Lakhs in Financial Year ended 2024 from ₹20,328.91 in Financial Year ended 2023, which was mainly attributable to the growth of our business.
- 2) There has been significant growth in revenue contribution to end use industry of Transformers, UPS and Inverters.
- 3) Details of increase of production from 7,408 Metric Tons p.a. to 9,389 Metric Tons p.a.

- 4) Our region wise sale increase, especially in Eastern region to ₹2,286 Lakhs in Financial Year ended 2024 from ₹847 Lakhs in Financial Year ended 2023, Northern Region to ₹14,415 Lakhs in Financial Year ended 2024 to ₹9,116 Lakhs in Financial Year ended 2023, and Southern region from ₹4,943 lakhs in Financial Year ended 2023 to ₹5,406 Lakhs in Financial Year ended 2024.

Other Income

Other income decreased by 40.62% to ₹58.59 Lakhs in Financial Year ended 2024 from ₹82.39 Lakhs in Financial Year ended 2023, primarily due to decrease in foreign exchange fluctuation to ₹14.07 Lakhs for the Financial Year ended 2024 from ₹48.83 Lakhs in Financial Year ended 2023.

Expenditure

Total Expenses: Our total expenses increase by 21.05% to ₹27,742.23 Lakhs for the Financial Year ended 2024 from ₹22,916.87 Lakhs for the Financial Year ended 2023 due to the factors described below:

Cost of materials consumed

Cost of Material Consumed increased by 24.61% to ₹25,640.91 Lakhs for the Financial Year ended 2024 from ₹20,577.52 Lakhs for Financial Year ended 2023 due to increase in material purchase by ₹6,6679.10 Lakhs.

Changes in Inventories

Changes in Inventories increased by (543.67%) to ₹(641.59) Lakhs for the Financial Year ended 2024 from ₹144.61 Lakhs in Financial Year ended 2023.

Employee Benefit Expenses

Our employee benefits expenses increased by 28.43% to ₹1,013.35 Lakhs in Financial Year ended 2024 from ₹789.02 Lakhs in Financial Year ended 2023, primarily due to an increase mainly in the salaries, wages, allowances, and incentives to ₹682.85 Lakhs in Financial Year ended 2024 from ₹540.45 Lakhs in Financial Year ended 2023.

Finance Costs

The Financial costs increased by 18.79% to ₹595.48 Lakhs in Financial Year ended 2024 from ₹501.29 Lakhs in Financial Year ended 2023. This increase was mainly due to interest on borrowings from banks by ₹223.18 Lakhs.

Depreciation and Amortization Expenses

The Depreciation and Amortization expenses increased by 33.77% to ₹127.22 Lakhs in Financial Year ended 2024 from ₹95.18 Lakhs in Financial Year ended 2023.

Other Expenses

The Other expenses decreased by 24.43% to ₹1,006.97 Lakhs in Financial Year ended 2024 from ₹809.24 Lakhs in Financial Year ended 2023, primarily due to:

- an increase in packing expenses to ₹164.30 Lakhs in Financial Year ended 2024 from ₹119.56 Lakhs in Financial Year ended 2023;
- an increase in freight outward to ₹253.81 Lakhs in Financial Year ended 2024 from ₹198.51 Lakhs in Financial Year ended 2023, primarily due to increase in the sales and supporting activities;

Profit before Tax

Our profit before tax increased by 43.12% to ₹2,605.49 Lakhs for the Financial Year ended 2024 from ₹1,820.47 Lakhs for the Financial Year ended 2023. The increase was mainly due to the increase of sales as described above.

Tax Expenses

Our total tax expense also accordingly increased by 45.60% to ₹670.42 Lakhs in Financial Year ended 2024 from ₹460.48 Lakhs in Financial Year ended 2023 on account of increase in current tax by ₹221.99 Lakhs.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 42.29% to ₹1,935.27 Lakhs in Financial Year ended 2024 from ₹1,360.00 Lakhs in Financial Year ended 2023.

Comparison Of Financial Year Ended 2023 To Financial Year Ended 2022

Income

Total Revenue: Our total revenue increased by 74.69% to ₹24,748.86 Lakhs for the Financial Year ended 2023 from ₹14,167.39 Lakhs for the Financial Year ended 2022. This increase was due to an increase in revenue from operations.

Revenue from Operations

Our revenue from operations was increased by 74.63% to ₹24,666.47 Lakhs for the Financial Year ended 2023 from ₹14,125.12 Lakhs for the Financial Year ended 2022 due to increase in revenue in the year Financial Year ended 2023 by ₹10,541.35 lakhs, primarily due to an increase in domestic sale of products to ₹20,328.91 Lakhs in Financial Year ended 2023 from ₹12,086.28 in FY 2022 and increase in export sales of products to ₹4,329.04 Lakhs in FY 2023 from ₹2,038.84 in Financial Year ended 2022.

The growth has been majorly observed due to -

- 5) Increase in domestic sale of products to ₹20,328.91 Lakhs in Financial Year ended 2023 from ₹12,086.28 in Financial Year ended 2022 and increase in export sales of products to ₹4,329.04 Lakhs in Financial Year ended 2023 from ₹2,038.84 in Financial Year ended 2022, which was mainly attributable to the growth of our business.
- 6) There has been significant growth in revenue contribution to end use industry of Transformers, UPS and Inverters.
- 7) Details of increase of production from 5,691 Metric Tons p.a. to 7,408 Metric Tons p.a.
- 8) Our region wise sale increase, especially in Eastern region from ₹471 Lakhs in financial year ended 2022 to ₹847 Lakhs in financial year ended 2023, Western region from ₹2,847 Lakhs in financial year ended 2022 to ₹5,423 Lakhs in financial year ended 2023, Southern region from ₹1,657 lakhs in financial year ended 2022 to ₹4,943 Lakhs in financial year ended 2023 and Northern region from ₹7,111 Lakhs in financial year ended 2022 to ₹9,116 Lakhs in financial year ended 2023.

Other Income

Other income increased by 94.91% to ₹82.39 Lakhs in Financial Year ended 2023 from ₹42.27 Lakhs in FY 2022, primarily due to increase in gain on foreign exchange fluctuation to ₹48.83 Lakhs for the Financial Year ended 2023 from ₹15.87 Lakhs in FY 2022.

Expenditure

Total Expenses: Our total expenses increase by 70.91% to ₹22,916.87 Lakhs for the FY 2023 from ₹13,408.78 Lakhs for the FY 2022 due to the factors described below:

Cost of materials consumed

Cost of Material Consumed increased by 82.00% to ₹20,577.52 Lakhs for the Financial Year ended 2023 from ₹11,306.40 Lakhs for Financial Year ended 2022 due to increase in opening stock of raw material by ₹3,141.06 Lakhs, increase in material purchase by ₹4,854.21 Lakhs, and decrease in closing stock of raw material by ₹1,275.86 Lakhs in the Financial Year ended 2023.

Changes in Inventories

Changes in Inventories increased by (2,772.57%) to ₹144.61 Lakhs for the FY 2023 from (₹5.41) lakhs in Financial Year ended 2022.

Employee Benefit Expenses

Our employee benefits expenses increased by 29.34% to ₹789.02 Lakhs in FY 2023 from ₹610.02 Lakhs in Financial Year ended 2022, primarily due to an increase in the salaries, wages, allowances, and incentives to ₹540.45 Lakhs in Financial Year ended 2023 from ₹417.05 Lakhs for the Financial Year ended 2022.

Finance Costs

The Financial costs increased by 19.32% to ₹501.29 Lakhs in FY 2023 from ₹420.11 Lakhs in Financial Year ended 2022. This increase was mainly due to interest on borrowings from banks by ₹22.46 Lakhs, loan processing charges, bank charges and bank guarantee charges by ₹58.72 Lakhs in the Financial Year ended 2023.

Depreciation and Amortization Expenses

The Depreciation and Amortization expenses decreased by 10.24% to ₹95.18 Lakhs in Financial Year ended 2023 from ₹106.03 Lakhs in Financial Year ended 2022.

Other Expenses

The Other expenses decreased by 16.71% to ₹809.24 Lakhs in FY 2023 from ₹971.62 Lakhs in FY 2022, primarily due to:

- an increase in fees for professional and legal services to ₹29.53 Lakhs in FY 2023 from ₹13.32 Lakhs in FY 2022, primarily due to an increase in consultancy services;
- decrease in sundry balances written off to ₹20.49 Lakhs in FY 2023 from ₹447.45 Lakhs in FY 2022, primarily due to timely realization of payment from the customers;
- decrease in use of consumable stores to ₹23.40 Lakhs in FY 2023 from ₹40.17 Lakhs in FY 2022, primarily due to effective use of the consumable stores;
- an increase in freight outward to ₹198.51 Lakhs in FY 2023 from ₹114.45 Lakhs in FY 2022, primarily due to increase in the sales and supporting activities;
- an increase in tours and travelling expenses to ₹64.79 Lakhs in FY 2023 from ₹14.33 Lakhs in FY 2022, primarily due to increase in client visits for business promotion; and
- an increase in sales and business promotion to ₹26.64 Lakhs in FY 2023 from ₹4.35 Lakhs in FY 2022, primarily due to increase in sales promotion.
- Exceptional Items: The exceptional items include loss on sale of fixed assets amounting to 11.52 lakhs in FY 2023.

Profit before Tax

Our profit before tax increased by 144.44% to ₹1,820.47 Lakhs for the Financial Year ended 2023 from ₹744.74 Lakhs for the Financial Year ended 2022. The increase was mainly due to the factors described above.

Tax Expenses

Our total tax expense also accordingly increased by 166.00% to ₹460.48 Lakhs in FY 2023 from ₹173.11 Lakhs in the Financial Year ended 2022 on account of increase in current tax by ₹288 Lakhs and increase in deferred tax asset by ₹0.62 Lakhs.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 137.92% to ₹1,360.00 Lakhs in FY 2023 from ₹595.17 Lakhs in Financial Year ended 2022.

Cash Flows

The table below is our cash flows for Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 :

Particulars	For the Financial Years ended on March 31		
	2024 (₹ in Lakhs)	2023 (₹ in Lakhs)	2022 (₹ in Lakhs)
Net cash (used)/from operating activities	1,576.65	508.72	797.67
Net cash (used)/from investing activities	(505.34)	(106.20)	(10.79)
Net cash (used)/from financing activities	(1,322.58)	(51.12)	(446.50)
Cash and Cash equivalents at the beginning of the year	823.19	471.79	131.42
Cash and Cash equivalents at the end of the year	571.91	823.19	471.79

Cash Flows from Operating Activities

For the period ended March 31, 2024

Our net cash generated from operating activities was ₹1,576.65 Lakhs for the period ended March 31, 2024. Our operating profit before working capital changes was ₹3,301.27 Lakhs for the period ended March 31, 2024, which was primarily adjusted against income tax of ₹596.35 Lakhs, increase in inventories ₹981.56, increase in trade receivables by ₹221.64 Lakhs, increase in loans and advances by ₹581.60 Lakhs and increase in other assets by ₹225.78 Lakhs, increase in trade payables by ₹1,007.72 Lakhs, increase in other liabilities by ₹125.40 Lakhs.

For the year ended on March 31, 2023

Our net cash generated from operating activities was ₹508.72 Lakhs for the financial year ended March 31, 2023. Our operating profit before working capital changes was ₹2,399.92 Lakhs for the financial year ended March 31, 2023, which was primarily adjusted against income tax of ₹463.40 Lakhs, increase in trade receivables by ₹2,453.63 Lakhs, decrease in loans and advances by ₹18.04 Lakhs and other assets by ₹21.81 Lakhs, decrease in trade payables by ₹563.28 Lakhs, increase in other liabilities by ₹128.80 Lakhs and decrease in inventories by ₹1,420.47 Lakhs.

For the year ended on March 31, 2022

Our net cash generated from operating activities was ₹797.67 Lakhs for the financial year ended March 31, 2022. Our operating profit before working capital changes was ₹1,257.02 Lakhs for the financial year ended March 31, 2022, which was primarily adjusted against income tax of ₹170 Lakhs, increase in trade receivables by ₹391.45 Lakhs, increase in loans and advances by 49.68 lakhs and other assets by ₹160.09 Lakhs, decrease in trade payables by ₹3,321.41 Lakhs, increase in other liabilities by ₹37.56 Lakhs and increase in inventories by ₹3,146.47 Lakhs.

Cash Flows from Investing Activities

For the period ended March 31, 2024

Net cash flow used in investing activities for the period ended March 31, 2024 was ₹(505.34) Lakhs. This was primarily on account of purchases of fixed assets of ₹(384.09)Lakhs, increase in long term loans and advances by ₹143.17 Lakhs, increase in non-current assets by ₹21.05 Lakhs ,increase in the sale of fixed asset of ₹1.84 Lakhs and increase in the receipt of interest of ₹41.14 lakhs

For the year ended on March 31, 2023

Net cash flow used in investing activities for the year ended March 31, 2023, was ₹(106.20) Lakhs. This was primarily on account of purchases of fixed assets of ₹141.99 Lakhs, sales of the fixed assets of ₹8.75 Lakhs, increase in non-current assets by ₹2.56 lakhs and increase in the receipt of interest of ₹29.59 lakhs.

For the year ended on March 31, 2022

Net cash flow used in investing activities for the year ended March 31, 2022, was ₹(10.79) Lakhs. This was primarily on account of purchases of fixed assets of ₹54.80 Lakhs, sales of the fixed assets of ₹18.83 Lakhs, decrease in non-current assets by ₹1.19 lakhs and increase in the receipt of interest of ₹23.99 lakhs.

Cash Flows from Financing Activities

For the period ended March 31, 2024

Net cash flow used in financing activities for the period ended March 31, 2024, was ₹(1,322.58) Lakhs. This was primarily on account of interest payment of ₹595.48 Lakhs.

For the year ended March 31, 2023

Net cash flow used in financing activities for the year ended March 31, 2023, was (₹51.12) Lakhs. This was primarily on account of increase in long-term borrowing by ₹158.56 lakhs, increase in short-term borrowing by ₹291.61 Lakhs and interest payment of ₹501.29 Lakhs.

For the year ended March 31, 2022

Net cash flow used in financing activities for the year ended March 31, 2023, was (₹446.50) Lakhs. This was primarily on account of decrease in long-term borrowing by ₹48.77 Lakhs, increase in short-term borrowing by ₹22.37 Lakhs and interest payment of ₹420.11 Lakhs.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. Financial instruments affected by market risk include loans, borrowings, term deposits, and investments.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we're working our margins so as to absorb the inflationary impact.

Credit Risk

Credit risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the group's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The group limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The group does a proper financial and credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The group also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk. The group does not foresee any credit risks on deposits with regulatory authorities.

Customer credit risk is managed by each business unit subject to the group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “*Restated Financial Statements*” beginning on page 209 of this Red Herring Prospectus, there have been no reservations, qualifications, and adverse remarks.

Details of Default, if any, including therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled “*Restated Financial Statements*” beginning on page Annexure I.8 on page F – 11 of this Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Unusual or infrequent events or transactions.

Except as described in this Red Herring Prospectus, during the period under review there have been no events or transactions, which in our best judgement would consider unusual or infrequent on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes That Materially Affected or are likely to affect Income from Continuing Operations

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends and the uncertainties described in the section entitled “*Risk Factors*” beginning on page 27 of the Red Herring Prospectus.

To our knowledge, except as we have described in the Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes that could materially affect or are likely to affect income from continuing operations.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Except as mentioned above and other than as described in this Red Herring Prospectus, particularly in the section titled “*Risk Factors*” and this “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 27 and 217, respectively of this Red Herring Prospectus, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our sales, revenues or income from continuing operations.

Future relationship between cost and income

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies.

Increase in net sales or revenue and Introduction of new products or services or increased in sales prices.

Increase in revenue are by and large linked to increase in volume of business and inception of new varieties of products.

Total Turnover of each major industry segment in which Company operated.

Relevant Industry data, as available, has been included in the section titled “*Industry Overview*” beginning on page 129 of the Red Herring Prospectus.

Status of any publicly announced new products or business segment.

Our Company has not announced any new product and segment, except otherwise disclosed in this Red Herring Prospectus.

Seasonality of Business

Our Company’s business is not seasonal in nature.

Significant Dependence on a Single or Few Customers

We are dependent on certain of our key customers and the details of contribution of our top five and top 10 customers to our total revenue from operations for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, have been set out below.

Particulars of Customers	Restated Financial Information for the Financial Year Ended March 31					
	2024		2023		2022	
	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations	Amount (₹ in Lakhs)	% of Revenue from operations
Top 5	12,625.29	41.71%	9,446.00	38.30%	6,072.67	42.99%
Top 10	17,337.22	57.27%	13,611.00	55.18%	7,994.14	56.59%

Additionally, certain customers have high and stringent standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations and specifications could result in the cancellation or non-renewal of purchase orders. There are also a number of factors, other than our performance that could cause the loss of a customer. Customers may demand, among others, price reductions, setoff any payment obligations, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

Competitive conditions

We face competition from existing and potential competitors, which is common for any business. We have, over a period of time, developed certain competitors who have been discussed in section titled "*Our Business*" beginning on page 165 of this Red Herring Prospectus.

Material Developments Subsequent to March 31, 2024 that may affect our Future Results of Operations

Except as disclosed in this Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements disclosed in this Red Herring Prospectus, which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

We are involved in various legal proceedings from time to time, mostly arising in the ordinary course of business. These legal proceedings are primarily in the nature of, amongst others, civil suits, criminal proceedings, regulatory proceedings, and tax disputes pending before various authorities. These legal proceedings may have been initiated by us or by customers, regulators, or other parties, and are pending at different levels of adjudication before various courts, quasi-judicial bodies, tribunals, enquiry officers and appellate tribunals.

There is no outstanding legal proceeding against the Company which has been considered material in accordance with our Company's "Policy for Determining Materiality of any Event" framed in accordance with Regulation 30 of the SEBI Listing Regulations.

*Our Company has, in accordance with the resolution passed by our Board solely for the purpose of this Issue, disclosed in this section (i) all outstanding criminal litigation and tax proceedings involving our Company; (ii) all outstanding civil litigation involving our Company which is above 5 % of the profit after tax ("PAT") of our Company as per the latest Restated Financial Statements of our Company ("**Materiality Threshold**"); (iii) all outstanding actions by statutory or regulatory authorities involving any of our Company; (iv) any other outstanding litigations involving our Company where the monetary sum involved is not quantifiable or is below the Materiality Threshold, where an adverse outcome would, in the opinion of the Board, materially and adversely affect the business, operations, prospects, reputation or financial position of our Company, and (v) any litigations involving the Directors and Promoters of our Company, an adverse outcome in which shall have a material impact on the Company.*

Further, other than as disclosed in this section, (i) there is no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Red Herring Prospectus and no directions have been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of circulation of this Red Herring Prospectus involving our Company, nor are there any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Red Herring Prospectus involving our Company; (iii) there are no defaults in repayment of (a) undisputed statutory dues; (b) debentures and interest thereon; (c) deposits and interests thereon; and (d) any loan obtained from any bank or financial institution and interest thereon by our Company, as of the date of this Red Herring Prospectus; (iv) there are no material frauds committed against us in the last three years; (v) there are no defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; or (vii) there are no reservations, qualifications or adverse remarks of auditors in the last five Fiscal Years immediately preceding the year of circulation of this Red Herring Prospectus.

It is clarified that for the purposes of the above, pre-litigation notices received by any of our Company, our Directors and/or our Promoters from third parties (excluding statutory / regulatory / governmental authorities or notices threatening criminal action) shall, not be considered as litigation proceedings till such time that any of our Company, our Directors and/or our Promoters, are impleaded as parties in any such litigation proceedings before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Capitalised terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.

I. Litigation involving our Company.

A. Litigation filed against our Company

1. Criminal proceedings

Nil

2. **Outstanding actions by regulatory and statutory authorities**

Nil

3. **Material civil proceedings**

Nil

B. Litigation filed by our Company.

1. **Criminal proceedings**

(i) ***Jaybee Laminations Private Limited vs Mr. Sanjay Gupta***

Jaybee Laminations Private Limited (the "**Complainant**") has filed a Complaint under Section 138, 141 and 142 of the Negotiable Instrument Act (the "**Act**") read with Section 420 of the Indian Penal Code before the Hon'ble Court of Chief Metropolitan Magistrate, New Delhi ("**Hon'ble Court**") bearing Criminal Case No. 345/21 against Mr. Sanjay Gupta, Proprietor of Gupta Transformer Product (the "**Accused** "). The Complainant at the instruction and purchase order placed by the Accused, raised invoices, sold, and supplied material comprising of 'CRGO Laminations (Silicon Steel Stamping)' for a value of ₹. 24,73,812/- (Rupees Twenty-Four Lakhs Seventy-Three Thousand and Eight Hundred and Twelve only). Subsequently, the Accused made part payment to the Complainant and the last payment was made on June 04, 2018, and a sum of ₹17,82,463/- (Rupees Seventeen Lakhs Eighty-Two Thousand Four Hundred and Sixty Three only) was due and payable by the Accused towards the material sold by the Complainant which was purchased by the Accused. In July 2020, the Accused issued three cheques bearing Cheque No 006903, 006904 and 006905 dated July 20, 2020, August 20, 2020, and September 10, 2020, respectively of ₹5,00,000/- (Rupees Five Lakhs only) each in order to satisfy the liability towards the Complainant. Consequently, upon presentation of the said cheque to the bank in September 2020, as requested by the Accused, for encashment, the said cheques were dishonoured and returned to the Complainant by the bank with a remark '*Account Blocked*' along with a statement cum-memo dated September 23, 2020. In light of the above, the Complainant sent a demand notice dated October 01, 2020, to the Accused demanding the said amount of ₹15,00,000 (Rupees Fifteen Lakhs only) which was the subject matter of cheques referred above as also the outstanding balance of ₹2,02,463/- (Rupees Two Lakhs Two Thousand Four Hundred and Sixty-Three only). The Complainant did not receive the outstanding consideration from the Accused despite making several attempts to recover the same from the Accused and thus, the Complainant filed this Criminal Complaint which is presently pending.

(ii) ***Jaybee Lamination Private Limited vs. 1) Danke Electricals Ltd and Ors & 2) Mr. Ragi Patel, Director/Authorized Signatory, Danke Electricals Ltd.***

Jaybee Laminations Private Limited (the "**Complainant**") has filed a complaint under Sections 138, 141 and 142 of the Negotiable Instruments Act, (the "**Act**") read with Section 420 of the Indian Penal Code before the Court of Chief Metropolitan Magistrate, New Delhi ("**Hon'ble Court**") against Danke Electricals Ltd. (the "**Accused Company**") and Mr. Ragi Patel, Director/Authorized Signatory of the Accused Company ("**Accused No. 2**"). The Complainant was informed that the Accused Company and Danke Techno Electro Ltd were group companies managed by common Directors. The Complainant supplied and sold CRGO Laminations to the Accused Company who in turn made part payments to the Complainant on various dates. As on September 26, 2018, the Accused Company abruptly stopped making payments and therefore a notice was filed by the Complainant to the Accused Company and Danke Techno Electro Ltd on January 29, 2020, calling upon the Accused Company to pay the outstanding amount of ₹. 16,37,548/- (Rupees Sixteen Lakhs Thirty-Seven Thousand Five Hundred and Forty-Eight only) along with the interest. However, the Accused Company did not respond to the said notice and the Complainant learned that the Accused Company went into Liquidation and the Complainant same was not informed by the Accused Company to the Complainant. Thereafter, the Complainant threatened the Accused with Legal Action and consequently the Accused Company issued cheque bearing No. 219506 for a sum of ₹26,85,150/- (Rupees Twenty-Six Lakhs Eighty-Five Thousand One Hundred and Fifty only) dated September 10, 2020, which comprised of the said outstanding amount and the interest. Upon presentation of the said cheque to the bank in September 2020, as requested by the Accused, for encashment, the said cheque was dishonoured and returned to the Complainant by the bank with a remark '*Insufficient Funds*'. Subsequently, a legal notice was issued by the Complainant on October 03, 2020, calling upon the Accused Company to make the payment as under the Cheque. Vide Reply dated October 18, 2020, the Accused Company replied to the legal notice and disputed the payment. Therefore, the Complainant filed the present Criminal Complaint which is presently pending.

(iii) **Jaybee Lamination Private Ltd. vs Mr. Vivek Mehta**

Jaybee Laminations Private Limited (the "**Complainant**") filed a complaint under Section 138 of the Negotiable Instrument Act against Mr. Vivek Mehta, Proprietor of J.K. Transformer & Switchgears (the "**Accused**") in the Court of Chief Metropolitan Magistrate, New Delhi, ("**Hon'ble Court**") bearing Complaint Case No. 448 of 2022. The Complainant was engaged in trade with the Respondent and for which payment was due and payable for the goods received. The Respondent signed the cheque in question for and on behalf of the concern. The Accused expressed financial squeeze and inability to pay the entire amount towards the invoice and insisted for part payment. Accused made transfers via RTGS/NEFT thrice on consecutive days i.e. on December 27, 2018, December 28, 2018, and December 29, 2018, for ₹1,99,982.30/- (Rupees One Lakh Ninety-Nine Hundred and Eighty-Two only) each totalling to ₹5,99,946.90/- (Rupees Five Lakh Ninety-Nine Thousand Nine Hundred and Forty-Six only) leaving a balance of ₹44,942/- (Rupees Forty-Four Thousand Nine Hundred and Forty-Two only). That against the balance amount of ₹44,942/- (Rupees Forty-Four Thousand Nine Hundred and Forty-Two only) and interest calculated on the said amount 12% per annum, amounting to ₹11,378/- (Rupees Eleven Thousand Three Hundred and Seventy-Eight only) the Accused issued a cheque in favour of the Complainant dated February 11, 2021, for a sum of ₹56,320/- (Rupees Fifty-Six Thousand Three Hundred and Twenty only) The cheque was presented on April 20, 2021, for withdrawal. The cheque in question was presented within its validity period. The said cheque contrary to the assurances of the Accused was dishonoured with the remarks '*Payment stopped by drawer*' and the same was returned on April 21, 2021. The Accused did not have sufficient balance in its account to pay and honour the subject cheque. On August 13, 2021, addressed a legal notice was sent to the Accused through the Complainant's Advocate, Law Linker's & Co. Despite the legal notice of the dishonoured cheque, the amount of ₹56,320/- (Rupees Fifty-Six Thousand Three Hundred and Twenty only) the amount remained unpaid. The Accused failed and neglected to pay the proceeds of the dishonoured cheque within the stipulated time. A period of more than 30 days had elapsed after the receipt of the said Legal Notice by the Accused, however the requisites remained un-compiled. Another legal notice was issued to the Accused on August 13, 2021, but the Complainant did not receive a satisfactory response. Consequently, a complaint under section 138 of Negotiable Instruments Act was filed on January 19, 2022, which is pending before the Hon'ble Court.

(iv) **Jaybee Laminations Private Limited vs Swastik Copper Private Limited**

Jaybee Laminations Private Limited (the "**Complainant**") filed a case against Swastik Copper Private Limited (the "**Accused Company**") in the Hon'ble Court of District Judge, Saket Court, Delhi ("**Hon'ble Court**"). The Complainant raised several invoices from time to time and sold material comprising of 'CRGO Laminations (Silicon Steel Stamping 3150 KVA – 3 sets' for an invoice value of ₹15,20,121/- (Rupees Fifteen Lakh Twenty Thousand One Hundred and Twenty-One only) and Silicon Steel Slits/Strips of a width less than 600 mm) for an invoice value of ₹11,20,171/- (Rupees Eleven Lakh Twenty Thousand One Hundred and Twenty-One only). At the time of placing the order of the above-mentioned material the Accused Company promised the orders of the above-mentioned material and assured the Complainant that they will pay and clear the entire dues for the said transaction invoices in thirty days. Complainant made several visits to office of the Accused Company and met the concerned person including its directors who assured the representatives of Complainant of payment. However, the Accused Company did not make any payment even after constant visits and reminders. The Accused Company issued three cheques in favour of the Complainant towards satisfaction of discharge of its liability. Contrary to the said assurances the cheque was dishonoured and returned unpaid by the bankers vide Statement-cum-Memo dated November 27, 2015, November 27, 2015, and December 16, 2015, respectively with remarks '*Funds Insufficient*'. In accordance with the running account maintained by Complainant, a sum of ₹27,80,417/- (Rupees Twenty-Seven Lakh Eighty Thousand Four Hundred and Seventeen only) ("**Outstanding Amount**") due and payable by defendant towards the material sold by Complainant and purchased by the Accused. The Complainant sent a Legal Notice of Demand dated December 22, 2015, to the Accused and called upon the Accused to pay the said sum of ₹27,80,417/- (Rupees Twenty-Seven Lakh Eighty Thousand Four Hundred and Seventeen only). Despite the notice the Accused Company failed to either reply to Legal Notice or make payment to the Complainant within the stipulated time. The Accused Company failed and neglected to pay the Outstanding Amount. The Plaintiff submits that on date of filing the suit a sum of ₹27,80,417/- (Rupees Twenty-Seven Lakh Eighty Thousand Four Hundred and Seventeen only) with interest @ 24% per annum is due and payable by the Accused Company. A complaint was filed against the Accused Company under section 138 of the Negotiable Instruments Act on November 16, 2018, which is pending before the Hon'ble Court.

(v) **Jaybee Laminations Private Limited Vs. 1) Ahlawat Transformers (P) Ltd & Mr. Charu Ahlawat, Director**

Jaybee Laminations Private Limited (the "**Complainant**") has filed a complaint under Sections 138, 141 and 142 of the Negotiable Instruments Act, 1881 (the "**Act**") read with Section 420 of the Indian Penal Code before the Court of Chief Metropolitan Magistrate, Patiala House Courts, Delhi ("**Hon'ble Court**") bearing Criminal Case No. 348/21 against Ahlawat Transformers Private Limited (the "**Accused Company**") and Mr. Charu Ahlawat, Director on Board of Accused Company ("**Accused No. 2**") The Accused had ordered to purchase CRGO Silicon Steel Stamping of various specifications from the Complainant in October 2010. The Complainant in turn supplied the required material and raised an invoice of

₹3,09,829/- (Rupees Three Lakhs Nine Thousand Eight Hundred and Twenty-Nine only) ("**Invoice amount**") as on October 10, 2014. Out of the Invoice amount a sum of ₹89,829/- was due. Despite, repeated requests, and demand to pay the outstanding amount, the Accused failed to make the payment and therefore the Complainant issued a legal notice in this regard to the Accused on December 22, 2012. Subsequently, the Accused issued a cheque dated March 27, 2016, for a sum of ₹89,829/- (Rupees Eighty-Nine Thousand Eight Hundred and Twenty-Nine only). Consequently, upon presentation of the said cheque to the bank on May 23, 2016, as requested by the Accused, for encashment, the said cheque was dishonoured and returned to the Complainant by the bank with a remark '*Insufficient Funds*' along with a statement cum-memo dated May 24, 2016. In light of the above, the Complainant sent a demand notice dated June 22, 2016, to the Accused Company demanding the said amount of the dishonoured cheque of the amount ₹89,829/- (Rupees Eighty-nine Thousand Eight Hundred and Twenty-Nine only). The Complainant did not receive the outstanding consideration from the Accused despite making several attempts to recover the same from the Accused and thus, the Complainant filed this Criminal Complaint which is presently pending before the Hon'ble Court.

(vi) ***Jay Bee Laminations Private Limited vs J&G Transformers Pvt Ltd***

M/s Jay Bee Laminations Private Limited (the "**Complainant**"), and M/s J&G Transformers Pvt Ltd (the "**Respondent**") were doing business since 2016. The Respondent had placed multiple orders of CRGO Silicon Electrical Stamping ("**goods**") from the Complainant. The Complainant on receipt of the order supplied the goods in timely manner. The Respondent were supposed to make the payment on due date which he didn't remitted as per his habit of delaying payment, as this entity is related with Harsh Gera (in the capacity of Director at the time of event). The Respondent were intimated about the outstanding amount which they confirmed through WhatsApp chat and emails. The Complainant had persistently requested payment through various means but had not received any response or payment from the Respondent. Consequently, a Legal Notice cum Demand Notice U/s 138 of The NI Act, 1881 ("**notice**") dated February 07, 2022, was sent to the Respondent to immediately clear the outstanding amount of bounced cheque no: 532229 dated November 20, 2021, which was a part of total outstanding. The Cheque were bounced due to '*Payment Stopped by Drawer*'. The Respondent did not make any payment towards an outstanding amount of ₹10,00,000 (Rupees Ten Lakhs only). Two cases have been filed against the Respondent bearing number 126960/2022 which is pending.

(vii) ***Jay Bee Laminations Private Limited vs J&G Transformers Pvt Ltd***

M/s Jay Bee Laminations Private Limited (the "**Complainant**"), and M/s J&G Transformers Pvt Ltd (the "**Respondent**") were doing business since 2016. The Respondent had placed multiple orders of CRGO Silicon Electrical Stamping ("**goods**") from the Complainant. The Complainant on receipt of the order supplied the goods in timely manner. The Respondent were supposed to make the payment on due date which he didn't remitted as per his habit of delaying payment, as this entity is related with Harsh Gera (in the capacity of Director at the time of event). The Respondent were intimated about the outstanding amount which they confirmed through WhatsApp chat and emails. The Complainant had persistently requested payment through various means but had not received any response or payment from the Respondent. Consequently, a Legal Notice cum Demand Notice U/s 138 of The NI Act, 1881 ("**notice**") dated February 07, 2022, was sent to the Respondent to immediately clear the outstanding amount of bounced Cheque no: 532228 dated October 20, 2021, which was a part of total outstanding. The Cheque were bounced due to '*Payment Stopped by Drawer*'. The Respondent did not make any payment towards an outstanding amount ₹10,00,000 (Rupees Ten Lakhs only). A case has been filed against the Respondent bearing number 191885/2022 which is pending.

2. **Material civil proceedings**

i) ***Corporate Insolvency Resolution Process against Emco Limited***

Jay Bee Laminations Private Limited (the "**Company**") were the operational creditors of EMCO Ltd. (the "**Buyer**"). The Company and had sold Silicon Steel Stamping (CRGO Laminations) since 2016 to the Buyer. The Buyer had stopped making payments to the Company after a particular period. The Company took multiple follow-ups in this regard but did not receive any money for the outstanding amount even after assurances by the Buyer. The National Company Law Tribunal ("**NCLT**"), Mumbai via notice ordered the commencement of a Corporate Insolvency Resolution Process ("**CIRP**") against the Buyer on August 16, 2019. The accumulated total of the outstanding amount including the interest which was claimed by the Company was ₹1,81,04,577/- (Rupees One Crore Eighty-One Lakhs Four Thousand Five Hundred and Seventy-Seven only) ("**Claim Amount**"). The Board of Directors of the Company via resolution (dated August 30, 2019) authorized Munish Kumar Aggarwal, the Director of the Company for the signature of documents in relation to the CIRP for retrieving the Claim Amount. The Seller via an email dated February 05, 2020, requested the Company in relation to the CIRP to submit the Invoices, Interest calculation working, Certificate of Incorporation and a Board Resolution authorizing person to claim to '*remove the defects/pendency of the aforesaid claim*'. The Seller is yet to pay the Claim Amount while there are no further developments in relation to the CIRP proceedings.

ii) ***Appeal against NCLT, Mumbai's order in relation to Corporate Insolvency Resolution Process in case of Transfab Power India Private Limited***

Jay Bee Laminations Private Limited (the "**Appellant**") and Transfab Power India Private Limited (the "**Respondent**") were engaged in the sale and purchase of 'CRGO Silicon Electrical Steel Stamping' to the Respondent, issuing an invoice numbered JBS17-18/J1-357 totalling ₹29,20,701. This transaction was followed on November 20, 2017, by another sale and supply, invoiced under JBS17-18/J2-074, amounting to ₹28,54,131/- (Rupees Twenty-Eight Lakhs Fifty-Four Thousand One Hundred and Thirty-One only). Subsequent transactions occurred on December 7, 2017, and January 4, 2018, with amounts of ₹27,34,120/- (Rupees Twenty-Seven Lakhs Thirty-Four Thousand One Hundred and Twenty only) and ₹26,04,118/- (Rupees Twenty-Six Lakh Four Thousand One Hundred and Eighteen only) respectively. However, on July 20, 2018, the Respondent issued cheques to the Appellant to discharge their outstanding invoices. These cheques, totalling ₹19,00,699/- (Rupees Nineteen Lakhs Six Hundred and Ninety-Nine only) ₹28,54,131/- (Twenty-Eight Lakhs Fifty-Four Thousand One Hundred and Thirty-One only) and ₹27,34,120.32/- (Rupees Twenty-Seven Lakhs Thirty-Four Thousand One Hundred and Thirty-One only) and ₹26,04,118/- (Rupees Twenty-Six Lakhs Four Thousand One Hundred and Eighteen only) were dishonoured on October 17, 2018, by the Respondent's bank. Subsequently, on November 14, 2018, the Appellant issued a legal notice demanding payment from the respondent, which was received by the respondent on November 17, 2018. A complaint under Section 138 read with Section 142 of the Negotiable Instruments Act, 1881, was also registered by the Appellant on January 3, 2019, before the Ld. Chief Metropolitan Magistrate, Patiala House Courts, Delhi. Further complications arose when, on August 30, 2019, the National Company Law Tribunal, Mumbai Branch, ("**NCLT**") ordered the initiation of Corporate Insolvency Resolution Process ("**CIRP**") against the respondent. Subsequent meetings, such as the first meeting of the Committee of Creditors ("**CoC**") on October 31, 2019, and the submission of a Resolution Plan by Joint Applicants on July 11, 2020, followed. In the 9th meeting of the CoC on August 06, 2020, the Resolution Professional and CoC discussed the only Resolution Plan received. Finally, on November 27, 2020, the CoC unanimously approved the Resolution Plan after considering the source of fund documents obtained by the Resolution Applicants on November 26, 2020. The Appellant had claimed total liability amounting to ₹1,00,99,335/- (Rupees One Crore Ninety-Nine Thousand Three Hundred and Thirty-Five only) ("**Total Liability**") On March 25, 2021, the NCLT issued an order granting approval for the Resolution Plan submitted. This decision was made under Section 30(6) of the Insolvency and Bankruptcy Code, 2016 ("**IBC**"). The order provided official recognition and endorsement of the proposed plan for resolving the financial affairs of the CoC. However, the Appellant not happy with this order. The Appellant believed the quantum of the amount owed by the Respondent was not properly assessed by the NCLT, which approved a Resolution Plan submitted by the same individuals who serve as Directors of the Respondent. This plan allowed only payment of 12% of the Total Liability of the Respondent. Consequently, an appeal was made to the National Company Law Appellate Tribunal ("**NCLAT**") under section 61 of the IBC.

iii) ***Jay Bee Laminations Private Limited vs Accord Electro Power Private Limited***

M/s Jay Bee Laminations Private Limited (the "**Complainant**"), and M/s Accord Electro Power Private Limited (the "**Respondent**") were doing business for a long time. The Respondent had placed multiple orders of CRGO Silicon Electrical Stamping ("**goods**") from the Complainant. The Complainant on receipt of the order supplied the goods in timely manner. The Respondent were supposed to make the payment within 30 days from the date of delivery of goods as per the standard business norms. However, the Respondent had failed to make payment for the delivery of goods and an outstanding of a sum of ₹61,63,194/- (Rupees Sixty-One Lakh Sixty-Three Thousand One Hundred and Ninety-Four only) ("**outstanding amount**") was due. The Respondent were intimated about the outstanding amount which they confirmed through WhatsApp chat and emails. The Complainant had persistently requested payment through various means but had not received any response or payment from the Respondent. Consequently, a Legal Notice cum Demand Notice ("**notice**") dated March 20, 2022, was sent to the Respondent to immediately clear the outstanding amount along with interest at 24% per annum from the due date until payment was made within 15 days and additional compensation of ₹11,000/- (Rupees Eleven Thousand only) should be paid for bearing the legal cost. The Respondent did not revert to the notice, nor did they make any payment towards the outstanding amount. Consequently, a complaint was filed against the Respondent with the Micro and Small Enterprise Facilitation Council ("**MSEFC**") claiming a total amount of ₹92,10,551/- (Rupees Ninety-Two Lakhs Ten Thousand Five Hundred and Fifty-One only) ("**claim amount**") on February 16, 2024. The claim amount includes an interest of 19.75% per annum from the due date. The complaint is presently pending before the Zonal MSEFC Meerut.

iv) ***Jay Bee Laminations Private Limited vs Harsh Gera - Proprietor of “Haryana Electrical Equipments”***

M/s Jay Bee Laminations Private Limited A -(the "**Complainant**"), and M/s Haryana Electrical Equipments (the "**Respondent**") have been doing business since 2018. The Respondent had placed multiple orders of CRGO Silicon Electrical Stamping ("**goods**") from the Complainant. The Complainant on receipt of the order supplied the goods in timely manner. The Respondent were supposed to make the payment on due date which he didn't remitted as per his habit of delaying payment. The Respondent were intimated about the outstanding amount which they confirmed through WhatsApp chat and emails. The Complainant had persistently requested payment through various means but had not received any response or payment from the Respondent. Consequently, a Legal Notice cum Demand Notice U/s 138 of The NI Act, 1881 ("**notice**") dated February 07, 2022, was sent to the Respondent to immediately clear the outstanding amount of bounced cheque no: 559292 dated October 25, 2021, which was a part of total outstanding. The Respondent did not revert to the notice, nor did they make any payment towards the outstanding amount. Consequently, a complaint was filed against the Respondent with the Micro and Small Enterprise Facilitation Council ("**MSEFC**") claiming a total amount of ₹1,05,00,988/- (Rupees One Crore Five Lakhs Nine Hundred and Eighty-Eight only) which included 19.75 interest per annum on the outstanding amount on February 16, 2024. The complaint is presently pending before the Zonal MSEFC Meerut.

v) ***Jay Bee Laminations Private Limited vs Ashwani Gautam – Proprietor of Vimal Transformer Corporation***

M/s Jay Bee Laminations Private Limited (the "**Complainant**"), and M/s Vimal Transformer Corporation (the "**Respondent**") were doing business since long. The Respondent had placed multiple orders of CRGO Silicon Electrical Stamping ("**goods**") from the Complainant. The Complainant on receipt of the order supplied the goods in timely manner. The Respondent were supposed to make the payment on due date which he didn't remitted and also didn't mention any specific reason of non-payment ever. The Complainant had persistently requested payment through various means but had not received any response or payment from the Respondent. Consequently, a complaint was filed against the Respondent with the Micro and Small Enterprise Facilitation Council ("**MSEFC**") claiming a total amount of ₹2,38,75,400 /- (Rupees Two Crore Thirty-Eight Lakhs Seventy-Five Thousand and Four Hundred only) ("**claim amount**") on February 16, 2024. The claim amount includes an interest of 19.75% per annum from the due date. The complaint is presently pending before the Zonal MSEFC Meerut.

II. Litigation involving our Directors

A. Litigation filed against our Directors

1. **Criminal proceedings**

Nil

2. **Outstanding actions by regulatory and statutory authorities**

Nil

3. **Material civil proceedings**

Nil

B. Litigation filed by our Directors

1. **Criminal proceedings**

Nil

2. **Material civil proceedings**

Nil

III. Litigation involving our Promoters

A. Litigation filed against our Promoters

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. Litigation filed by our Promoters

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

IV. Litigation involving Group Companies

As of the date of this Red Herring Prospectus, there are no outstanding litigations involving our Group Companies which has a material impact on our Company.

Tax Proceedings Against Our Company, Promoters And Directors

(₹ in lakhs)

Nature of case	Number of cases	Amount
Company		
Direct Tax	6	141.57
Indirect tax*	3	162.62
Total	9	304.19
Directors		
Direct Tax**	2	33.65
Indirect Tax*	1	33.05
Total	3	66.70
Promoter		
Direct Tax**	1	32.27
Indirect Tax*	1	33.05
Total	2	65.32

*(1) The Office of the Commissioner of Customs (Import) ("Customs Authority") levied a penalties on Jaybee Laminations Limited (the "Company") and Mr. Munish Kumar Aggarwal (Promoter, Chairman and Whole-time Director), Mr. Mudit Aggarwal (Promoter and Managing Director) and Ms. Sunita Aggarwal (Promoter and Executive Director) (collectively "Promoter Directors") for (allegedly) importing lower quality Cold Rolled Grain Oriented Electrical Steel Sheet/coil (CRGO) ("imported goods") and claimed exemption on applicable customs duty with the pretext that the imported goods were of high quality. The customs authority levied a collective penalty of ₹33,05,524 out of which ₹15,05,524 penalty was levied on the Company ("Company penalty") and a penalty of ₹18,00,000 was levied on the Promoter Directors ("Director's penalty"). The Company, along with the Promoter Directors, have filed an appeal against the collective penalties with the Customs Authority.

*Kindly note, this litigation against the Company is a part of the 3 Indirect Tax Cases mentioned in the table and the Company penalty is part of amount mentioned against the 3 Indirect tax cases.

Nature of case	Number of cases	Amount
Company		
Direct Tax	6	141.57
Indirect tax*	3	162.62
Total	9	304.19
Directors		
Direct Tax**	2	33.65
Indirect Tax*	1	33.05
Total	3	66.70
Promoter		
<p><i>**This litigation is against the Promoter Directors is part of Indirect tax case (in their individual capacity as Promoters and Directors, the aggregate penalty being ₹33.05 Lakhs) mentioned in the table and the Promoter Directors penalty is part of amount mentioned against the Indirect tax case.</i></p> <p><i>** (2) Since 2016, there is an outstanding demand of ₹32.27 Lakhs (“outstanding amount”) from the Income Tax Department on Mr. Munish Kumar Aggarwal who is the Promoter, Chairman and Whole-time Director of the Company. In 2019, Mr. Munish Kumar Aggarwal filed a response on the Income Tax portal disagreeing with the demand notice, giving his reason. Till date, the Income Tax Department has not replied to the dispute raised by Mr. Munish Kumar Aggarwal. The e-proceeding portal of the Income Tax website continues to show the outstanding amount.”</i></p>		

Outstanding dues to creditors

In terms of our Materiality Policy adopted by the Board vide Resolution dated November 07, 2023, the Board deems all creditors above 10% of the outstanding trade payables as per the last audited financial statements as material creditors. As of March 31, 2024, our Company owes the following amounts to small scale undertakings, other creditors, and material creditors.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as of March 31, 2024, by our Company, are set out below and the disclosure of the same is available on the website of our Company at www.jaybeelaminations.co.in.

Type of Creditors	Number of Creditors	Amount (₹ in Lakhs)
Material Creditors	2	3,723.43
Micro, Small and Medium Enterprises	20	36.63
Other Creditors	45	221.19
Total	67	3,981.25

Material Developments

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Material Developments Subsequent to March 31, 2024 that may affect our future operations*” on page 240 of this Red Herring Prospectus, there have not arisen, since the date of the last Restated Financial Information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section "Risk Factors" beginning on page 27 of this Red Herring Prospectus.

Prospectus, these material approvals are valid as of the date of this Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 172 of this Red Herring Prospectus.

Our Company was converted to a public limited company and the name of our Company changed to 'Jay Bee Laminations Limited' and a fresh certificate of incorporation dated November 03, 2023, was issued by the RoC. The CIN of our Company is U22222DL1988PLC031038. Our Company is in the process of submitting necessary application(s) to all regulatory authorities for change of its name in the approvals, licenses, registrations, and permits issued to our Company.

I. Material approvals obtained in relation to the Issue

- (1) The Board of Directors has, pursuant to a resolution passed at its meeting held on February 15, 2024, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- (2) The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on February 29, 2024, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- (3) The Company has obtained the in-principal listing approval from NSE Emerge vide letter bearing reference number NSE/LIST/3772 dated Tuesday, August 13, 2024.
- (4) Our Company has entered into an agreement dated December 29, 2023, with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, Bigshare Services Private Limited (I) Private Limited for the dematerialization of its shares.
- (5) Our Company has also entered into an agreement dated, January 10, 2024, with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, Bigshare Services Private Limited (I) Private Limited for the dematerialization of its shares.

II. Material approvals obtained in relation to our business and operations.

Our Company has obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

A. Incorporation details of our Company

- a. Certificate of Incorporation dated March 22, 1988, from the Registrar of Companies, Delhi, RoC-Delhi, under the Companies Act, 1956 as "Jay Bee Laminations Private Limited"
- b. Fresh Certificate of Incorporation dated November 03, 2023, from the Registrar of Companies, Delhi, RoC-Delhi, consequent to conversion of the Company "Jay Bee Laminations Private Limited" to "Jay Bee Laminations Limited".
- c. The Corporate Identity Number of the Company is U22222DL1988PLC031038.

B. Business related approvals

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	IEC (Importer Exporter Code)	0590000683	Ministry of Commerce and Industry, Directorate General of Foreign Trade, Government of India	June 11, 1990	Valid from June 11, 1990, till cancelled
2.	Establishment of additional unit (Unit – II)	-	Director of Factories, Uttar Pradesh Region	March 03, 2024	Valid from March 03, 2024, till cancelled

C. Tax related approvals obtained by our Company.

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Permanent Account Number	AAACJ1868Q	Income Tax Department	March 22, 1988	Valid from March 22, 1988, till cancelled
2.	TAN (Tax Deduction Account Number)	DELJ04402G	Income Tax Department	May 07, 2004	Valid from May 07, 2004, till cancelled
3.	GST Registration Certificate	09AAACJ1868Q1ZW	Goods and Services Tax department	July 01, 2017	Valid from July 1, 2017, till cancelled

D. Labour related approvals of our Company.

Sr. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	ESIC Registration Code	67000182150000502	Employees' State Insurance Corporation	January 21, 1989,	Valid from January 21, 1989, till cancelled
2.	Factory License under Factories Act, 1948 (for Unit – I)	UPFA10002809	Labor Department, Uttar Pradesh	November 30, 2006	Renewed till December 31, 2024
3.	Factory License under Factories Act, 1948 (for Unit – II)	UPFA10003794	Labor Department, Uttar Pradesh	November 04, 2023	Valid from November 04, 2003, till December 31, 2024
4.	Employees Provident fund (EPF)	MRNOI0017228000	Employees' Provident Fund Organisation	September 03, 2021	Valid from September 03, 2021, till cancelled
5.	Registration under Delhi Shops and Establishments Act, 1954	2023143351	Department of Labour, Government of National Capital Territory of Delhi	October 03, 2023	Valid from October 03, 2023, till October 2044

E. Regulatory approvals of our Company.

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	UDYOG Aadhar Registration Certificate	UP28B0011986	Ministry of Micro, Small & Medium Enterprises	January 05, 2018	Valid from January 05, 2022, till cancelled
2.	UDYAM Registration Certificate	UDYAM-UP-28- 0019090	Ministry of Micro, Small and Medium Enterprises, Government of India	May 28, 2021	Valid from May 28, 2021, valid till cancelled
3.	Certificate of Recognition, One Star Export House	File No. DLISTATAPPLY00146636AM22	Ministry of Commerce & Industry	March 16, 2022	Valid from March 16, 2022, till March 16, 2027
4.	ZED Bronze Certificate	24082023_068358	Ministry of Micro, Small & Medium Enterprises	August 24, 2023	August 24, 2026

F. Environment related approvals for our Company

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Consolidated Consent to Operate and Authorization (Unit – I)	173270/UPPCB/Noida (U PPCBRO)/CTO/both/Noida/2022	Uttar Pradesh Pollution Control Board, Lucknow Regional officer, Lucknow	December 23, 2022	Valid from December 23, 2022 till March 31 2026
2.	No Objection Certificate / Approval from the Chief Fire Officer	UPFS/2024/110435/GBN/GAUTAM BUDDH NAGAR/ 25318/ CFO	Uttar Pradesh Fire and Emergency Services Government of Uttar Pradesh	March 13, 2024	March 13, 2024, to March 13 2027
3.	No Objection Certificate from Pollution Angle (Consent to Establish)	805/ADO/Noida/NOC/Pollution/38-89	Directorate of Industries, U.P.	May 11, 1989	Valid from May 11, 1989, till cancelled.


III. Other Approvals.

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	ISO 9001:2015 Quality Management System	305024031816Q	Quality Research Organization	March 18, 2024	Valid from March 18, 2024 to March 17, 2027
2.	ISO 14001:2015 Environmental Management System	305024031817E	Quality Research Organization	March 18, 2024	Valid from March 18,

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
					2024 to March 17, 2027
3.	ISO 45001:2018 Occupational Health and Safety Management System	305024031818HS	Quality Research Organization	March 18, 2024	Valid from March 18, 2024 to March 17, 2027
4.	LEI Certificate	335800DJR3HAKSXEFR79	Legal Entity Identifier India Limited	May 29, 2018	Valid from May 29, 2018, till May 29, 2025
5.	Bureau of Indian Standards (BIS) (Unit – I)	8800094422	Bureau of Indian Standards	June 22, 2021	Valid from July 22, 2023, to June 21, 2026
6.	Bureau of Indian Standards (BIS) (Unit – II)	8800099719	Bureau of Indian Standards	September 10, 2021	Valid from June 22, 2023, to September 22, 2024
7.	Membership certificate with EEPC India (Formerly Engineering Export promotion council) (RCMC)	101/M09877/2021-22	EEPC India (Formerly Engineering Export Promotion Council) EEPC India Northern region	March 06, 2024	Valid from March 06, 2024, till March 31, 2025
8.	Manufacturer Approval Validity Extension	3000000908	Power Grid Corporation of India Limited	July 16, 2020	Valid from July 16, 2020, to January 22, 2027

IV. Intellectual Property

A. Trademarks obtained by the Company

Application Number	Status	Classes of Registration	Trademark
6097841	Registered	6	

B. Domain registration obtained by the Company

Domain name and ID	Sponsoring Registrar and ID	Registrar IANA ID	Creation Date	Expiry Date
https://jaybeelaminations.co.in/	D5084409-IN	800140	June 02, 2011	June 02, 2029

V. Material approvals applied for which are yet to be issued.

1. Application for Consent of Establishment and Consent to Operate (Unit – II) to the Uttar Pradesh Pollution Control Board on October 28, 2023.

VI. Materials approvals expired and renewal yet to be applied for

Nil

VII. Materials approvals required but not obtained or applied for

Nil

VIII. Material Agreements

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any material agreement / contract as on the date of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, there are no other agreements, arrangements, clauses, or covenants which are material, and which need to be disclosed, other than those already disclosed in the offer document. Non-disclosure of any additional agreements, arrangements, clauses, or covenants will not have any bearing on the investment decision of prospective investors.

IX. Material Findings/ Observations from Inspection

As on the date of this Red Herring Prospectus, are no findings or observations from any inspections conducted by NSE or any other regulator that are material and need to be disclosed, other than those already disclosed in the offer document. The non-disclosure of any additional findings or observations will not have any bearing on the investment decision of prospective investors.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority For The Offer

Our Board of Directors has *vided* resolution dated February 15, 2024, authorized the Offer, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Offer, by passing a Special Resolution at the Extra-Ordinary General Meeting held on February 29, 2024, in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Promoter Selling Shareholder has confirmed and approved its participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Name	Number of the Equity Shares of face value of ₹10.00/- each offered / amount in ₹	Date of the consent letter
Munish Kumar Aggarwal	15,23,000	Wednesday, December 06, 2023

The Company has obtained the in-principal listing approval from NSE Emerge vide letter bearing reference number NSE/LIST/3772 dated Tuesday, August 13, 2024.

Prohibition By SEBI Or Other Governmental Authorities

Further, our company, selling shareholder, promoters, members of the promoter group, directors, group companies are not debarred or prohibited from accessing the capital markets or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Prohibition by RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrower by the RBI or any other governmental authority.

Directors Associated With The Securities Market

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Red Herring Prospectus.

Compliance With The Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Selling Shareholder our Promoters and member of our Promoter group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Red Herring Prospectus.

Eligibility For The Offer

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time, whereby, an issuer whose post Offer face value capital is more than ten crores’ rupees and up to twenty-five crores’ rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the NSE Emerge).

As per Regulation 229 (3) of the SEBI (ICDR) Regulations, our Company satisfies track record and/or other eligibility conditions of NSE Emerge.

- a) Our Company was incorporated on March 22, 1988, under the Companies Act, 1956 with the Registrar of Companies, Delhi. Hence, our Company is in existence for a period of 35 years on the date of filing the Red Herring Prospectus with

NSE.

- b) As on the date of this Red Herring Prospectus, our Company has a total paid-up capital (face value) of ₹1,799.76 Lakhs comprising 1,79,97,600 Equity Shares of ₹10/- each and the Post Offer paid-up Capital (face value) will be ₹2,256.76 Lakhs comprising 2,25,67,600 Equity Shares of face value of ₹10.00/- each which shall be below ₹2,500 Lakhs.
- c) Our Company confirms that it has track record of more than 3 years.
- d) As per the Restated Financial Statements, our company has operating profit (earnings before interest, depreciation and tax excluding other income) from operations of ₹ 3,269.60 Lakhs in March 31, 2024, ₹2,334.56 Lakhs in March 31, 2023, and ₹1,228.61 Lakhs in March 31, 2022, i.e., in all the 3 financial years preceding the date of this Red Herring Prospectus and its net-worth is positive.
- e) Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.
- f) There is no winding up petition against the company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
- g) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.
- h) Other Disclosures:
- We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) of our company in the Red Herring Prospectus.
 - There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) during the past three years except as mentioned in the Red Herring Prospectus.
 - We have disclosed the details of our company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter “*Outstanding Litigations and Material Developments*” on page 240 of this Red Herring Prospectus.
 - We have disclosed all details of the track record of the directors, the status of criminal cases filed, or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter “*Outstanding Litigations and Material Developments*” on page 240 of this Red Herring Prospectus.

As per Regulation 230 (1) of the SEBI (ICDR) Regulations, our Company has ensured that:

- a) The Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the Emerge platform of NSE. NSE is the Designated Stock Exchange.
- b) Our Company has entered into an agreement dated Tuesday, January 10, 2024, with NSDL and agreement dated Friday, November 24, 2023, with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- c) The entire pre-Offer capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d) The entire Equity Shares held by the Promoters are in the process of dematerialization.
- e) The fund requirements set out for the Objects of the Offer are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement 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 from the Offer as required under the SEBI (ICDR) Regulations. For details, please refer the chapter “*Objects of the Offer*” on page 109 of this Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI (ICDR) Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 228 of the SEBI (ICDR) Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI (ICDR) Regulations are as follows:

1. Neither our Company nor our Promoters, Selling Shareholder, members of our Promoter group or our directors is debarred from accessing the capital markets by the SEBI.
2. None of our Promoters or Directors is Promoters or director of any other companies which are debarred from accessing the capital markets by the SEBI.
3. Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrower.
4. None of our Promoters or Directors is a fugitive economic offender.

We further confirm that:

1. In accordance with Regulation 246 the SEBI (ICDR) Regulations, the book running lead manager shall ensure that the issuer shall file copy of the Red Herring Prospectus with SEBI along with relevant documents as required at the time of filing the Red Herring Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this offer has been one hundred percent (100%) underwritten and that the Book Running Lead Manager to the Offer has underwritten at least 15% of the Total Offer Size. For further details, pertaining to said underwriting please see “*General Information*” beginning on page 91 of this Red Herring Prospectus.
3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four (4) days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of fourth day, be liable to unblock such application money with interest as prescribed under the SEBI (ICDR) Regulations, the Companies Act 2013 and applicable laws.

Compliance with Part A of Schedule VI of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations. Our company has filed an exemption application dated Monday, December 11, 2023 (“Exemption Application”) under Regulation 300(1)(c) of the SEBI (ICDR) Regulations seeking an exemption from considering and disclosing Mr. Bharat Bhushan Jindal’ (Brother of Promoter Ms. Sunita Aggarwal and Brother-in-law of our Promoter Mr. Munish Kumar Aggarwal, an immediate relative and Promoter Group in terms of Regulation 2(I) (pp) of the SEBI (ICDR) Regulations and his related entities, in accordance with the SEBI (ICDR) Regulations.

However, Mr. Bharat Bhushan Jindal is an immediate relative of the promoter. There is no other ground for seeking exemption except for strained family ties and his unwillingness to be classified as promoter group. Thus, the aforesaid application does not qualify under Regulation 300 of the SEBI (ICDR) Regulations. SEBI pursuant to its letter dated April 02, 2024, bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/12983/1, has allowed us to disclose the information relating him as available in public domain.

Disclaimer Clause Of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO

FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SWARAJ SHARES AND SECURITIES PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED TUESDAY, AUGUST 20, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME,

WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.

Note: All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 28, 33(1) and 33(2) of the Companies Act.

Disclaimer From Our Company, Selling Shareholder And The Book Running Lead Manager

Our Company, Selling Shareholder and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.jaybeelaminations.co.in or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement entered into between the Underwriter and our Company and Selling Shareholder and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company, Selling Shareholder, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports or at Bidding centers or elsewhere.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company, the Selling Shareholder, and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Swaraj Shares and Securities Private Limited is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Offer, under SEBI MB Regulations.

None among our Company, the Selling Shareholder or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not offer, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholder, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer In Respect Of Jurisdiction

This Offer is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorized under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this offer will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and 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 offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause Of The NSE

As required, a copy of the Red Herring Prospectus shall be submitted to the NSE Emerge. The Disclaimer Clause as intimated by the NSE Emerge to us, post scrutiny of the Draft Red Herring Prospectus, has been included in the Red Herring Prospectus and shall be included in the Prospectus prior to the filing with RoC.

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/3772 dated August 13, 2024, permission to the Issuer to use the Exchange’s name in this Offer Document as one of the Stock Exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

Listing

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on NSE. Application have been made to NSE for obtaining permission for listing of the Equity Shares being offered and sold in the offer on its NSE Emerge Platform after the allotment in the Offer. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

Our Company has obtained In-principal approval from NSE letter bearing reference number NSE/LIST/3772 dated Tuesday, August 13, 2024, to use name of NSE in the Red Herring Prospectus for listing of Equity Shares on NSE Emerge.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall unblock, without interest, all moneys received from the bidders in pursuance of the Red Herring Prospectus. If any such money is not unblocked within four (4) days after the issuer becomes liable to unblock it then our Company, the Selling Shareholder and every director of the company who is an officer in default shall, on and from the expiry of the fourth (4) day, be jointly and severally liable to unblock that money with interest at the rate of fifteen per cent per annum (15% pa) as prescribed under Section 40 of the Companies Act, 2013. Any expense incurred by our Company on behalf of the Selling Shareholder with regard to interest on such refunds will be reimbursed by such Selling Shareholder in proportion to its respective portion of the Offered Shares. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay and/or reimburse any expenses towards refund or any interest thereon for any delay, unless such delay has been caused by any act or omission solely and directly attributable to such Selling Shareholder and in any other case the Company shall take on the responsibility to pay interest. It is clarified that such liability of a Selling Shareholder shall be limited to the extent of its respective portion of the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge mentioned above are taken within 3 Working Days of the Offer Closing Date or within such other period as may be prescribed. The Selling Shareholder confirm that it shall extend complete co-operation required by our Company and the Book Running Lead Manager for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within 3 Working Days from the Offer Closing Date, or within such other period as may be prescribed. If our Company does not Allot the Equity Shares within 3 Working Days from the Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be unblocked, without interest, failing which interest shall be due to be paid to the Applicants at the rate of 15% per annum for the delayed period, subject to applicable law.

Consents

Consents in writing of: (a) The Directors, Promoters, the Selling Shareholder, the Chief Financial Officer, Company Secretary & Compliance Officer, the Statutory and Peer Review Auditors, the Book Running Lead Manager, Registrar to the Offer, the Legal Advisors to the Offer, Market Maker and Underwriters have been obtained; and (b), Syndicate Member⁽¹⁾, Bankers to the Offer⁽¹⁾ (Escrow Collection Bank, Public Offer Bank, Sponsor Banks and Refund Bank), Share Escrow Agent⁽¹⁾, Bankers to the Company, to act in their respective capacities, will be obtained, and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013.

⁽¹⁾ The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s AY & Co., Chartered Accountants, have provided their written consent to the inclusion of their reports dated November 09, 2023 on Restated Financial Statements and to the inclusion of their reports dated November 09, 2023 on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Red Herring Prospectus.

Expert Opinion

Except the report of the Peer Reviewed Auditor on statement of possible tax benefits and report on Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, as included in this Red Herring Prospectus, our Company has not obtained any expert opinion.

Our Company has received written consent dated Friday, March 15, 2024, from Ocean Tech Engineering Consultancy Service, Chartered Engineer, to include their name as required under Section 26 (5) of the Companies Act read with SEBI (ICDR) Regulations, in this Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certificate dated Friday, March 15, 2024, certifying, *inter alia*, the details of the installed and production capacity of our manufacturing facilities and plant and machineries installed in our manufacturing facilities

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Previous Public Or Rights Issues During The Last Five Years

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Commission And Brokerage Paid On Previous Issues Of Our Equity Shares In Last Five Years

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

Capital Issues During The Last Three Years By Our Company, Listed Group Companies, Subsidiaries & Associates Of Our Company

Except as disclosed in Chapter titled “*Capital Structure*” on page 98 of Red Herring Prospectus, our Company has not made any capital issue during the previous three years.

Further, except HMTD Engineering Private Limited, M.S.Stampings Private Limited and Arvind Conductors Private Limited, we do not have any other Group Company or Subsidiary or Associate as on date of this Red Herring Prospectus.

Performance Vis-À-Vis Objects

Except as stated in the chapter titled “*Capital Structure*” beginning on page 98 of this Red Herring Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI (ICDR) Regulations and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

Further, except HMTD Engineering Private Limited, M.S.Stampings Private Limited and Arvind Conductors Private Limited, we do not have any other Group Company or Subsidiary or Associate as on date of this Red Herring Prospectus.

Stock Market Data Of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Price Information Of The Past Issues Handled By The Book Running Lead Manager

Price information of past issues (during current financial year and two financial years preceding the current financial year)											
Sr. No.	Issue Name	Issue Size (₹ in Crores)	Issue Price (In ₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]					
						30th calendar days from Listing		90th calendar days from Listing		180th calendar days from Listing	
						+/- % change in closing price	+/- % change in closing benchmark	+/- % change in closing price	+/- % change in closing benchmark	+/- % change in closing price	+/- % change in closing benchmark
1	Shoora Designs Limited	₹2.03	₹48.00	Tuesday, 29 August 2023	₹91.20	35.38%	(1.36%)	3.13%	19.57%	4.79%	67.08%
2	Micropro Software Solutions Limited	₹49.95	₹81.00	Friday, 10 November 2023	₹80.00	(27.59%)	4.50%	(33.58%)	17.32%	(44.07%)	28.77%
3	Rox Hi-Tech Limited	₹30.70	₹83.00	Thursday, 16 November 2023	₹135.00	101.51%	4.13%	33.13%	4.49%	67.05%	26.59%
4	Marinetrans India Limited	₹10.92	₹26.00	Friday, 8 December 2023	₹30.00	76.54%	5.72%	27.50%	9.71%	11.54%	17.69%
5	Sahara Maritime Limited	₹6.88	₹81.00	Tuesday, 26 December 2023	₹81.00	(0.21%)	24.50%	(33.33%)	44.70%	(38.27%)	103.51%
6	Manoj Ceramic Limited	₹14.47	₹62.00	Wednesday, 3 January 2024	₹82.00	42.74%	21.82%	102.58%	50.06%	107.98%	97.25%
7	Paramount Speciality Forgings Limited	Not Applicable. <i>We have received in-principal approval vide exchange letter bearing reference number NSE/LIST/3306 dated Wednesday, April 24, 2024, but such the said Offer has not been opened yet.</i>									
Notes:											
a	For Shoora Designs Limited, the closing price as of the 90 th trading day has been determined as November 17, 2023, which corresponds to the last trading day prior to November 27, 2023 (i.e., 90 trading days from the listing date).										
b	For Shoora Designs Limited, the closing price as of the 180 th trading day has been determined as February 22, 2024, which corresponds to the last trading day prior to February 25, 2024 (i.e., 180 trading days from the listing date).										
c	For Micropro Software Solutions Limited, the closing price as of the 30 th trading day has been determined as December 08, 2023, which corresponds to the last trading day prior to December 10, 2023 (i.e., 30 trading days from the listing date).										
d	For Micropro Software Solutions Limited, the closing price as of the 90 th trading day has been determined as March 07, 2024, which corresponds to the last trading day prior to March 08, 2024 (i.e., 90 trading days from the listing date).										
e	For Rox Hi-Tech Limited, the closing price as of the 30 th trading day has been determined as December 15, 2023, which corresponds to the last trading day prior to December 16, 2023 (i.e., 30 trading days from the listing date).										
f	For Marinetrans India Limited, the closing price as of the 30 th trading day has been determined as January 05, 2024, which corresponds to the last trading day prior to January 07, 2024 (i.e., 30 trading days from the listing date).										

Price information of past issues (during current financial year and two financial years preceding the current financial year)											
Sr. No.	Issue Name	Issue Size (₹ in Crores)	Issue Price (In ₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]					
						30th calendar days from Listing		90th calendar days from Listing		180th calendar days from Listing	
						+/- % change in closing price	+/- % change in closing benchmark	+/- % change in closing price	+/- % change in closing benchmark	+/- % change in closing price	+/- % change in closing benchmark
g	For Marinetrans India Limited, the closing price as of the 90 th trading day has been determined as Tuesday, March 05, 2024, which corresponds to the last trading day prior to Thursday, March 07, 2024 (i.e., 90 trading days from the listing date).										
h	For Sahara Maritime Limited, the closing price as of the 90 th trading day has been determined as Friday, March 22, 2024, which corresponds to the last trading day prior to Monday, March 25, 2024 (i.e., 90 trading days from the listing date).										
i	For Sahara Maritime Limited, the closing price as of the 180 th trading day has been determined as Friday, June 21, 2024, which corresponds to the last trading day prior to Sunday, June 23, 2024 (i.e., 180 trading days from the listing date).										
j	The Nifty SME Emerge Index or S&P BSE SME IPO index is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.										

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year)														
Sr. No.	Total Number of IPOs	Total Amount of Funds Raise (₹ in Crores)	No. of IPOs trading at Discount			No. of IPOs trading at Premium			No. of IPOs trading at Discount			No. of IPOs trading at Premium		
			30th calendar days from Listing			30th calendar days from Listing			180th calendar days from Listing			180th calendar days from Listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
1	2022-2023	Nil	Not Applicable											
2	2023-2024	₹114.95	--	1	1	2	2	--	--	2	--	2	--	21

Track Record Of Past Issues Handled By Book Running Lead Manager

For details regarding track record of the Book Running Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012, issued by the SEBI, please refer the website of the Book Running Lead Manager at www.swarajshares.com.

Mechanism For Redressal Of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding 4 Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the Selling Shareholder, the Book Running Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission, or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “*General Information – Book Running Lead Manager*” on page 84 of this Red Herring Prospectus.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Selling Shareholder, the Book Running Lead Manager, and the Registrar to the Offer accept no responsibility for errors, omissions, commission, or any acts of SCSBs including any defaults in complying with its obligations under the SEBI (ICDR) Regulations. Bidders can contact our Company Secretary and Compliance officer or the Registrar to the Offer in case of any pre-offer or post-offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has also appointed Ms. Arti Chauhan, Company Secretary and Compliance officer for the Offer. For details, see “*General Information*” beginning on page 84 of this Red Herring Prospectus.

Status Of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

Disposal Of Investor Grievances By Our Company

Our Company and the Selling Shareholder estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on November 09, 2023, has also constituted a Stakeholders’ Relationship Committee. The composition of the Stakeholders’ Relationship Committee is as follows:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Atul Ladha	Non-Executive Independent Director	Chairman
Mr. Arun Kumar Verma	Non-Executive Independent Director	Member
Mr. Yogendra Kumar Gupta	Non-Executive Independent Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page 184 of this Red Herring Prospectus.

Exemption From Complying With Any Provisions Of Securities Laws, If Any, Granted By SEBI

Our company has filed an exemption application dated Monday, December 11, 2023 (“Exemption Application”) under Regulation 300(1)(c) of the SEBI (ICDR) Regulations seeking an exemption from considering and disclosing Mr. Bharat Bhushan Jindal’ (Brother of Promoter Ms. Sunita Aggarwal and Brother-in-law of our Promoter Mr. Munish Kumar Aggarwal, an immediate relative and Promoter Group in terms of Regulation 2(I) (pp) of the SEBI (ICDR) Regulations and his related entities, in accordance with the SEBI (ICDR) Regulations.

However, Mr. Bharat Bhushan Jindal is an immediate relative of the promoter. There is no other ground for seeking exemption except for strained family ties and his unwillingness to be classified as promoter group. Thus, the aforesaid application does not qualify under Regulation 300 of the SEBI (ICDR) Regulations. SEBI pursuant to its letter dated April 02, 2024, bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/12983/1, has allowed us to disclose the information relating him as available in public domain.

SECTION IX – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued and allotted and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting their approval for the Offer.

The Offer

The Offer comprises a Fresh Offer by our Company and an Offer for Sale by the Promoter Selling Shareholder. For details in relation to the sharing of Offer expenses, see “*Objects of the Offer*” on page 109 of this Red Herring Prospectus.

Ranking Of Equity Shares

The Equity Shares being issued and allotted shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 311 of this Red Herring Prospectus.

Mode Of Payment Of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred Equity Shares pursuant to the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 311 and 272, respectively of this Red Herring Prospectus.

Face Value, Offer Price And Price Band

The face value of each Equity Share is ₹10.00/-, and the Floor Price is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company, the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, and will be advertised, at least 2 Working Days prior to the Bid/ Offer Opening Date, in all editions of Financial Express (an English daily newspaper), and all editions of Jansatta (a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation) and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company, Promoter Selling Shareholder and in consultation with the Book Running Lead Manager, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

At any given point of time there shall be only one denomination of Equity Shares.

Compliance With Disclosure And Accounting Norms

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights Of The Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports & notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 311 of this Red Herring Prospectus.

Allotment Only In Dematerialised Form

Pursuant to Section 29 of the Companies Act and the SEBI (ICDR) Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Offer:

1. Tripartite agreement dated Friday, November 24, 2023, amongst our Company, CDSL and Registrar and Share Transfer Agent to the Offer.
2. Tripartite agreement dated Tuesday, January 10, 2024, between our Company, NSDL and Registrar and Share Transfer Agent to the Offer.

Minimum Application Value, Market Lot And Trading Lot

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares of face value of ₹10.00/- each in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012, and the same may be modified by NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share of face value of ₹10.00/- each subject to a minimum allotment of [●] Equity Shares of face value of ₹10.00/- each to the successful Bidders.

Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

Minimum Number Of Allottees

The minimum number of allottees in the Offer shall be 50 shareholders in case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith

Joint Holders

Subject to the provisions contained in our Articles of Association, where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Delhi, New Delhi.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions 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 offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility To Bidders

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture), Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest to the exclusion of all the other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

- a) To register himself or herself as the holder of the Equity Shares; or
- b) To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Offer will be made in dematerialized mode, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Option To Receive Equity Shares In Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

Withdrawal Of The Offer

Our Company, the Promoter Selling Shareholder in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Fresh Offer, and the Promoter Selling Shareholder reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of his respective Offered Shares, at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, Financial Express (an English daily newspaper), and all editions of Jansatta (a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation), in which the pre-offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

Bid Programme

An indicative timetable in respect of the Offer is set out below:

Events	Indicative Dates
Bid/Offer Opening Date	Tuesday, August 27, 2024
Bid/Offer Closing Date	Thursday, August 29, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Friday, August 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*	On or before Monday, September 02, 2024
Credit of Equity Shares to demat account of the Allottees	On or before Monday, September 02, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Tuesday, September 03, 2024

1. Our Company, the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI (ICDR) Regulations.
2. Our Company, the Promoter Selling Shareholder shall, in consultation with the Book Running Lead Manager, consider closing the Bid Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI (ICDR) Regulations.
3. UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date.

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/ Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding 4 Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding 4 Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer Book Running Lead Manager shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ Offer Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and NSE Emerge taking into account total number of applications received up to the closure of timings.

SEBI is in the process of streamlining and reducing the post offer timeline for IPOs. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors)

Bid Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Bid/ Offer Closing Date	
Submission and Revision in Bids*	Only between 10.00 a.m. and 3.00 p.m. IST

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

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by RIBs after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BOOK RUNNING LEAD MANAGER and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Offer Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Bidders, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum-Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Offer shall ask the relevant SCSBs /RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the Promoter Selling Shareholder, Book Running lead Manager, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price. Provided that the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days following such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock

Exchange, by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of syndicate members. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of 1 Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer 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 Book Running Lead Manager 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.

Minimum Subscription

The Offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information - Underwriting” on page 91 of this Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

In accordance with SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

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 offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangements For Disposal Of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares of face value of ₹10.00/- each in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

Application By Eligible NRIs, FPIs Or VCFS Registered With SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As Per The Extent Guidelines Of The Government Of India, OCB Cannot Participate In This Offer

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals

Restrictions, If Any On Transfer And Transmission Of Equity Shares

Except for the lock-in of the pre- offer capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 108 of this Red Herring Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of the Articles of Association*" beginning on page 311 of this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

New Financial Instruments

As on the date of this Red Herring Prospectus, there are no outstanding warrants, new financial instruments, or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Offer. Further, our Company is not issuing any new financial instruments through this Offer.

Migration To Main Board

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to main board. The migration policy of NSE was intimated vide circular Download Ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide circular Download Ref. No. NSE/SME/37551 dated April 18, 2018, and NSE/SME/47077 dated January 21, 2021. NSE has further reviewed and revised the migration policy effective from April 20, 2023, from NSE Emerge to NSE Main Board as follows:

1. The paid-up equity capital of the company shall not be less than ₹10 crores, and the capitalization of the company's equity shall not be less than ₹25 crores**

*** Explanation for this purpose, capitalization will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post Offer number of equity shares*
2. The company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
3. The company should have been listed on SME platform of the Exchange for at least 3 years.
4. The Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
5. The company has not received any winding up petition admitted by a NCLT.
6. The net worth of the company should be at least ₹50 crores.
7. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
8. The company desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:
 - a) The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.
 - b) Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.
 - c) Redressal mechanism of Investor grievance.
 - d) PAN and DIN no. of Director(s) of the Company.
 - e) Change in Control of a Company/Utilization of funds raised from public.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in Financial Express (an English daily newspaper), and all editions of Jansatta (a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation). In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which

may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations

Market Making

The shares offered through this Offer are proposed to be listed on the SME platform of NSE, wherein the Book Running Lead Manager to this Offer shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE. For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to the chapter titled “General Information” beginning on page 91 of this Red Herring Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Offer size in the following manner:

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of offer size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of offer size)
Up to ₹20 Crore	25%	24%

Further, the Market Maker shall give (2) Two ways quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of the Chapter IX of SEBI (ICDR) Regulations, as amended from time to time, whereby, our post Offer face value capital exceeds ten crore rupees but less than twenty-five crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE Emerge). For further details regarding the salient features and terms of such this Offer, please see the chapters titled “*Terms of the Offer*” and “*Offer Procedure*” beginning on page 265 and 279 respectively, of this Red Herring Prospectus.

Offer Structure

Initial Public Offer of 60,93,000 Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per Equity Share (including a Share Premium of [●] per Equity Share), aggregating to ₹[●] Lakhs comprising of Fresh Offer of 45,70,000 Equity Shares of face value of ₹10.00/- each for Cash at an Offer Price ₹[●] per Equity Share aggregating ₹[●] Lakhs by our Company and an offer for sale of 15,23,000 Equity Shares of face value of ₹10.00/- each for cash at an Offer Price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs by the Selling Shareholder.

The Offer comprises a reservation of 3,05,000 Equity Shares of face value of ₹10.00/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Offer to Public of 57,88,000 Equity Shares of face value of ₹10.00/- each (“**the Net Offer**”). The Offer and the Net Offer will constitute 27.00% and 25.65%, respectively of the post offer paid-up equity share capital of the Company. The Offer is being made through the Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/ Bidders	Retail Individual Investors/ Bidders
Number of Equity Shares available for allocation or allotment ⁽²⁾	3,05,000 Equity Shares of face value of ₹10.00/- each	Not more than 28,50,000 Equity Shares of face value of ₹10.00/- each	Not less than 8,72,000 Equity Shares of face value of ₹10.00/- each available for allocation or offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than 20,66,000 Equity Shares of face value of ₹10.00/- each Available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allocation or allotment	5.01% of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer or Offer less allocation to QIB Bidders and RIBs will be available for allocation	Not less than 35% of the Net Offer or Offer less allocation to QIBs and Non- Institutional Bidders will be available for allocation
Basis of Allotment ⁽³⁾	Firm allotment	Proportionate as follows (excluding the Anchor Investor Portion):	Proportionate basis subject to minimum allotment of 8,72,000 Equity Shares of face	Proportionate basis subject to minimum allotment of 20,66,000 Equity Shares of face

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/ Bidders	Retail Individual Investors/ Bidders
		<p>(a) Up to 52,000 Equity Shares of face value of ₹10.00/- each shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>(b) Up to 10,88,000 Equity Shares of face value of ₹10.00/- each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>(c) Up to 60% of QIB Portion (of up to 17,10,000 Equity Shares of face value of ₹10.00/- each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	value of ₹10.00/- each and further allotment in multiples of [●] Equity Shares of face value of ₹10.00/- each. For details, see “ <i>Issue Procedure</i> ” beginning on page 279 of this Red Herring Prospectus	value of ₹10.00/- each. For details, see “ <i>Offer Procedure</i> ” beginning on page 279 of this Red Herring Prospectus
Mode of Bid	Only through ASBA Process	ASBA only (excluding the UPI Mechanism) except for Anchor Investors (4)	Through ASBA Process, Through Banks or by using UPI-ID for payment	Through ASBA Process, Through Banks or by using UPI-ID for payment
Mode of allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares of face value of ₹10.00/- each	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹10.00/- each that the Bid Amount exceeds ₹2.00 Lakhs	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹10.00/- each that the Bid Amount exceeds ₹2.00 Lakhs	[●] Equity Shares of face value of ₹10.00/- each in multiples of [●] Equity Shares of face value of ₹10.00/- each so that the Bid Amount does not exceed ₹2.00 Lakhs
Maximum Bid Size	3,05,000 Equity Shares of face value of ₹10.00/- each	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10.00/- each not exceeding the size of the Net Offer,	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10.00/- each not exceeding the size of the Net Offer	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10.00/- each so that the Bid Amount does not exceed ₹2.00 Lakhs

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/ Bidders	Retail Individual Investors/ Bidders
		(excluding the Anchor portion), subject to limits applicable to each Bidder	(excluding the QIB portion), subject to applicable limits	
Bid Lot	[●] Equity Shares of face value of ₹10.00/- each and in multiples of [●] Equity Shares of face value of ₹10.00/- each thereafter			
Trading Lot	[●] Equity Shares of face value of ₹10.00/- each. However, the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations	[●] Equity Shares of face value of ₹10.00/- each and in multiples thereof	[●] Equity Shares of face value of ₹10.00/- each and in multiples thereof	[●] Equity Shares of face value of ₹10.00/- each and in multiples thereof
Who can apply? ⁽⁵⁾	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies, and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies, and family offices	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/ Bidders	Retail Individual Investors/ Bidders
		accordance with applicable laws including FEMA Rules.		
Terms of Payment	<p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁶⁾</p>			

- (1) *Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*
- (2) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, this is an Offer for at least 25% of the post Offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*
- (3) *Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*
- (4) *Anchor Investors are not permitted to use the ASBA process.*
- (5) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*
- (6) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

The Bids by FPIs with certain structures as described under “Offer Procedure” on page 286 of this Red Herring Prospectus and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates, and representatives that they are eligible under applicable law, rules, regulations, guidelines, and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be

allowed to be met with spill-over from other categories or a combination of categories. For further details, see “*Offer Procedure*” on page 305.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI (ICDR) Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the website of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by the UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“**CAN**”) and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹2.00 lakhs to ₹5.00 lakhs for all the individual investors applying in public issues.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“**UPI Phase III**”), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, which came into force with effect from May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022. The provisions of these circulars are deemed to form part of this Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI (ICDR) Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances including the reduction of time period for unblocking of application monies from 15 days to 4 days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Red Herring Prospectus.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 3 Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding 3 Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to 4 days.

The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholder and the Book Running Lead Manager, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, the Selling Shareholder and the Members of the Syndicate are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI (ICDR) Regulations, the Offer is being made for at least 25% of the post- Offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI (ICDR) Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager, and the Designated Stock Exchange. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased Implementation Of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public Offer of, inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("Previous UPI Circulars") and the UPI Circulars; , the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public Offer closure to listing from 6 Working Days to up to 3 Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public offer closure to listing continued to be 6 Working Days. For further details, refer to the General Information Document available on the website of the Stock Exchange and the Book Running Lead Manager.

Phase II: This phase has become applicable from July 1, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public offer closure to listing continues to be 6 Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public offer closure to listing has been reduced from 6 Working Days to 3 Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (the "**UPI Streamlining Circular**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-offer Book Running Lead Manager will be required to compensate the concerned investor.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹2.00 lakhs and up to ₹5.00 lakhs, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (“**UPI Streamlining Circular**”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post – Offer Book Running Lead Manager will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Company has appointed certain of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders

Bid Cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the NSE (www.nseindia.com), at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders (other than UPI Bidders using the UPI Mechanism) must provide the bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

The ASBA Bidders , including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022. All ASBA

Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centre's only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked. The prescribed color of the Bid cum Application Form for the various categories is as follows:

Category	Color of Bid cum Application form*
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis.	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors**	White**

* Excluding electronic Bid cum Application Form.

** Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager. Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com).

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Manager for analyzing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Offer Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

Pursuant to NSE circular dated August 3, 2022, with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;
- b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;
- c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5 pm on the initial public offer closure day;

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.

Participation By Promoters, Promoter Group, The Book Running Lead Manager, The Syndicate Members And Persons Related To Promoters/Promoter Group/The Book Running Lead Manager

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- (ii) insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- (iii) AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
- (iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.
- (v) Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if:
 - (vi) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
 - (vii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
 - (viii) there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager.

Except to the extent of participation in the Offer for Sale by the Promoter Selling Shareholder, the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, and the Selling Shareholder in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids By Eligible Non-Resident Indians

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in color). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents Blue in color).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism is advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 308 of this Red Herring Prospectus.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids By HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids/Applications by HUFs may be considered at par with Bids from individuals.

Bids By FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI, or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the offer are advised to use the Bid cum Application Form for Non-Residents (Blue in color).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (“MIM Structure”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs, and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“ODI”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24%, 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the offer shall be subject to the FEMA Rules

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilizing the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form “*exceeds the Offer size and/or investment*

limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.”

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “FPI Group”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids Under Power Of Attorney

In In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company and the Selling Shareholder in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids By SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids By Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, and the Selling Shareholder in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

Bids By Banking Companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, and the Selling Shareholder in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012, and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids By Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, and Selling Shareholder in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

Bids By Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, and Selling Shareholder in consultation with the Book Running Lead Manager, reserves the

right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time

Bids by Anchor Investors

In accordance with the SEBI (ICDR) Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the Book Running Lead Manager.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60.00% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI (ICDR) Regulations. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 10) Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors

category.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholder and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges

Issuance of a Confirmation Note ("CAN") and Allotment in the Offer

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular bearing reference number 'CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015', all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Offer Price of ₹ [●] per Offer Share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate

collections from the Bidders

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular bearing reference number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI (ICDR) Regulations, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to Circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Electronic Registration Of Bids

1. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to
 - a) Bids accepted by them;
 - b) Bids uploaded by them;
 - c) Bids accepted but not uploaded by them,
 - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - a) The applications accepted by any Designated Intermediaries
 - b) The applications uploaded by any Designated Intermediaries or
 - c) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will issue an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details (Stock Exchange shall uniformly prescribe character length for each of the above-mentioned fields)
a.	Symbol
b.	Intermediary Code
c.	Location Code
d.	Application Number
e.	Category
f.	PAN
g.	DP-ID
h.	Client-ID
i.	Quantity
j.	Amount

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

Sr. No.	Details
a.	Name of the Bidder
b.	IPO Name
c.	Bid Cum Application Form Number
d.	Investor Category
e.	PAN (of First Bidder, if more than one Bidder)
f.	DP-ID of the demat account of the Bidder
g.	Client Identification Number of the demat account of the Bidder
h.	Number of Equity Shares Applied for
i.	Bank Account Details
j.	Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained
k.	Bank account number

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the abovementioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP-ID, Client-ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected. SEBI, vide Circular bearing reference number CIR/CFD/14/2012 dated October 04, 2012, has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE at www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular bearing reference number CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015, has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the website of NSE at www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client-ID and DP-ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected. Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation ('**Demographic Details**'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer. By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip. 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 accounts, etc.

Build of the Book

1. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Manager at the end of the Bid/ Issue Period.
2. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

Withdrawal of Bids

1. RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
2. Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date.
3. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

1. Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager, shall finalize the Offer Price.
2. The SEBI (ICDR) Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the section titled “*Offer Structure*” beginning on page 274 of this Red Herring Prospectus.
3. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
4. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue.
5. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20.00/- to ₹24.00/- per share, Issue size of 3,000 Equity Shares and receipt of 5 Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Amount (₹)	Cumulative Quantity	Subscription
500	₹24.00/-	500	16.67%
1,000	₹23.00/-	1,500	50.00%
1,500	₹22.00/-	3,000	100.00%
2,000	₹21.00/-	5,000	166.67%
2,500	₹20.00/-	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Company in consultation with the Book Running Lead Manager, may finalize the Issue Price at or below such Cut-Off Price, i.e., at

or below ₹22.00/-. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Payment Into Anchor Investor Escrow Accounts

Our Company and the selling shareholder in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: “JAY BEE LAMINATIONS LIMITED – ANCHOR – R”
- (b) In case of Non-Resident Anchor Investors: “JAY BEE LAMINATIONS LIMITED – ANCHOR – NR”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank, and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines, and approvals;
2. Ensure that your PAN is linked with Aadhaar, and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press release dated June 25, 2021
3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
4. Ensure that you have Bid within the Price Band;
5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
6. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
8. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party
9. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
10. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
11. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account

holder;

12. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM Structure, and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs, and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
22. Since the Allotment will be in dematerialized form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;
23. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
24. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI

Mechanism, ensure that you authorize the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

25. Ensure that the Demographic Details are updated, true and correct in all respects;
26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
27. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
28. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI pin. Upon the authorization of the mandate using his/her UPI pin, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks offer a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;
31. Bids by Eligible NRIs for a Bid Amount of less than ₹2.00 lakhs would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs would be considered under the Non- Institutional Category for allocation in the Offer;
32. UPI Bidders using UPI Mechanism through the SCSBs, and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date.
34. The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceed ₹2.00 lakhs (for Bids by RIBs) and ₹5.00 lakhs for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;
12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;
17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
18. Anchor Investors should not bid through the ASBA process;
19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not submit the GIR number instead of the PAN;
22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Offer Closing Date;
25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centers. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
28. Do not submit incorrect details of the DP ID, Client ID, PAN, and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
31. Do not Bid if you are an OCB;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds For Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount, and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹2.00 lakhs;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines, and approvals;
14. Bids accompanied by stock invest, money order, postal order, or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/ Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to

the Stock Exchanges.

Further, in case of any pre-offer or post offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see “*General Information*” beginning on page 84 of this Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Basis of Allocation

1. SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer Size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus.
2. Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
3. In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue.

Names of Entities Responsible for finalising the Basis of Allotment in a Fair and Proper Manner

The authorized employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI (ICDR) Regulations.

Method Of Allotment As May Be Prescribed By SEBI From Time To Time

Our Company will not make any allotment in excess of the Equity Shares offered through this Offer document.

The allotment of Equity Shares to bidders other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion and the remaining available shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Net offer shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI (ICDR) Regulations. Further, the allocation to each Non-Institutional Investor shall not be less than Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Allotment Procedure and Basis of Allotment

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90.00% of the Issue.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

1. On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
2. RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.
4. RTA prepares the list of final rejections and circulate the rejections list with Book Running Lead Manager/ Company for their review/comments.
5. Post rejection, the Registrar to the Offer submits the basis of allotment with the Designated Stock Exchange (DSE)
6. The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
7. The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:
 - (i) Instruction is given by Registrar to the Offer in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
 - (ii) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
 - (iii) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
 - (iv) On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Basis of Allotment

1. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 20,66,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

2. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 8,72,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

3. For Qualified Institutional Buyers

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5.00% of the QIB Portion shall be determined as follows:

In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than 5.00% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of 28,50,000 Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of 5,70,000 Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 28,50,000 Equity Shares.

c) Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:

- (i) In the event of the Issue being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with the NSE Emerge (Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:
- (ii) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- (iii) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

- (iv) For Bids where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
- Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above
- (v) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] Equity Shares.

If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the “*Offer Structure*” beginning on page 274 of this Red herring Prospectus.

Retail Individual Investor’ means an investor who applies for shares of value of not more than ₹2.00 Lakhs. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Basis of Allotment in case of Over Subscription

In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for)
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - a. Each successful applicant shall be allotted [●] equity shares; and
 - b. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Basis of Allotment in the event of Under Subscription

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange
2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.
3. The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
4. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of Equity Shares to the successful Bidders Depository Account within 2 working days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within 1 working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 Working Days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 Working Days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- offer advertisement, in the form prescribed under the SEBI (ICDR) Regulations, in all editions of Financial Express (an English daily newspaper), and all editions of Jansatta (a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation).

In the pre- offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI (ICDR) Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express (an English daily newspaper), and all editions of Jansatta (a Hindi national daily newspaper and a daily newspaper (where our Registered Office is located), each with wide circulation).

The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager, are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing Of The Underwriting Agreement and Filing with the RoC

Our company has entered into an Underwriting Agreement dated Tuesday, April 16, 2024.

An updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see “*Terms of the Offer*” on page 265 of this Red Herring Prospectus.

Impersonation

Attention of the bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.)

Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

Undertakings By Our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders. the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within 3 Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI (ICDR) Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within 3 Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchange shall be informed promptly.

Undertakings By The Selling Shareholder

The Selling Shareholder in respect of himself as a Selling Shareholder and its portion of the Equity Shares offered by it in the Offer, undertakes the following in respect of itself and its respective portion of the Offered Shares:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI (ICDR) Regulations;
- it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);
- that it shall provide such reasonable assistance to our Company and the Book Running Lead Manager in redressal of such investor grievances that pertain to the respective portion of the Offered Shares;
- it shall deposit its portion of Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- it is the legal and beneficial owner of the Offered Shares that such Offered Shares shall be transferred in the Offer, free from liens, charges, and encumbrances; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favor, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought has been received.

Utilisation Of Offer Proceeds

Our Company and the Selling Shareholder, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

Details of all unutilized monies out of the Fresh Offer, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

Restrictions On Foreign Ownership Of Indian Securities

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP issued consolidated FDI Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015, as updated from time to time by RBI and Master Direction –Foreign Investment In India (updated up to March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge, or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by an NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by

residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers, and sale 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 offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION X – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956) ARTICLES OF ASSOCIATION OF * JAY BEE LAMINATIONS LIMITED @

1. CONSTITUTION OF THE COMPANY

Table “F” not to apply but company to be governed by these Articles

No regulations contained in Table “F” of Schedule I to the Companies Act, 2013 (“Table F”) as are applicable to a public company limited by shares, shall apply to the Company except: (a) so far as they are not inconsistent with any of the provisions contained in these articles or modifications thereof; or (b) to the extent that there is no specific provision in these articles. In case of any conflict between the provisions of these articles and table F, the provisions of these articles shall prevail.

a. Applicability of Stock Exchange Regulations

Notwithstanding anything contained herein in these Articles, any inconsistency as to clause or time stipulated therein with the regulations and conditions of listing agreement of applicable stock exchanges, where the shares/securities of the Company are listed, shall stand modified so as to be consistent with the regulations and conditions of the listing agreement as amended from time to time.

Where any regulations and conditions as modified from time to time of any recognized stock exchange/s, which are required to be stipulated and included in the articles of association of a company at the time of listing of shares / securities or thereafter, these Articles shall stand to have been modified or amended so as to include such regulation and condition without further requirement of alteration of the Articles of Association of the Company.

DEFINITIONS AND INTERPRETATION

In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

THE ACT

“The Act” means the Companies Act, 2013 and the rules and regulations prescribed thereunder, as now enacted, or as amended from time to time and shall include any statutory modification or re-enactment thereof for the time being in force.

**Conversion of Private Company in to Public Company vide passing Special Resolution at the Extra Ordinary General meeting of the Members held on October 23, 2023.*

#Adopted whole new set of Articles of Association vide passing special resolution at the Members Extra Ordinary General Meeting held on October 23, 2023.

ARTICLES

The “Articles” or “Articles of Association” means these articles of association of the Company or as altered from time to time.

BOARD OR BOARD OF DIRECTORS

“Board” or “Board of Directors” means the board of directors of the Company, as constituted from time to time.

CHAIRMAN

“The Chairman” means the Chairman of the Board of Directors

THE COMPANY OR THIS COMPANY

“The Company” or “This Company” means **JAY BEE LAMINATIONS LIMITED @**

RULES

Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

LAW

“Law/Laws” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental Authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

MONTH

“Month” means a calendar month.

PERSONS

“Person” or “person” shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, partnership (whether limited or unlimited), proprietorship, voluntary association, joint venture, unincorporated organization Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity, whether incorporated or not, that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable law.

GENDER

Words importing one gender also include the other gender(s).

SINGULAR NUMBER

Words importing the singular number include, where the context admits or requires, the plural number, and vice versa. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SEBI

“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

SEBI LISTING REGULATIONS

“SEBI LISTING REGULATIONS” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

@Amended vide Special Resolution passed at Extra ordinary General Meeting of Members of the Company dated October 23, 2023.

SECURITIES” OR “SECURITIES

“SECURITIES” OR “SECURITIES” shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly, or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

SHARES” OR SHARES

“Shares” or “shares” shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

SHAREHOLDER OR SHAREHOLDER OR MEMBER

“Shareholder” or “shareholder” or “member” shall mean any shareholder of the Company, from time to time.

SHAREHOLDERS’ MEETING

“Shareholders’ Meeting” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws, and the provisions of these Articles.

STOCK EXCHANGES

“Stock Exchanges” shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

EXPRESSION IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined.

Words and expressions occurring, but not defined, in these Articles and defined in the Act, SCRA, SEBI Act or regulations/notifications/circulars issued by SEBI (from time to time) shall have the same meanings respectively assigned to them thereunder or in any statutory.

2. PUBLIC COMPANY

The company is a public company as defined in Section 2(71) of the Act.

3. CAPITAL, SHARES AND CERTIFICATES

The Authorized Share Capital of the Company is as stated in the **Clause 5th** of the Memorandum of Association with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the Company to issue share capital as provided under Section 43 of the Act and Applicable Law and divide share capital for the time being of the Company into several classes / kinds (being those specified in the Act) and to attach thereto respectively such preferential, qualified, differential or special rights, privileges or conditions as may be determined by or in accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company.

Subject to the provision of the Act and Rules Applicable Law and these articles, the Board may issue and allot shares, in such proportion and in the capital of the Company in consideration of payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business or as sweat equity or ESOP or any other scheme and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than cash and if so issued shall be deemed to be fully paid or partly paid up shares as the case may be or otherwise dispose of the same or any of them to such person in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

a. Increase of Capital by the Company

The Company in general meeting may from time to time, by ordinary resolution, increase the capital by creation of new shares and of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at a general meeting of the Company

in conformity with Sections 47 of the Act.

b. Issue of Securities

Subject to the provisions of the Act and the rules and other applicable laws the Company shall have the right to issue any kind of shares/ securities / warrants having such rights as to conversion, redemption or otherwise and other terms and conditions and for consideration in cash or in consideration of any property or asset of any kind wherever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business.

c. Preference Shares

Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more class which are liable to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

d. Shares under the control of the Board

Subject to the Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions either at a premium or at par or at a discount (subject to the compliance with the provision of Section 53 of the Act) and at such times as it may from time to time think fit and proper, and with full power of the sanction of the Company in General Meeting, to give to any Person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and is so issued, shall be deemed to be fully paid up shares.

Provided that the option or right to call of shares shall not be given to any persons except with the sanction of the Company in General Meeting.

e. Purchase / Buy Back of Shares

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall be entitled to purchase its own shares or other specified securities on such terms as deemed fit by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

f. Reduction of capital

The Company may (subject to the provisions of Section 52, 55, 66, 67 and/or other applicable provisions, if any, of the Act) from time to time by special resolution, reduce (a) its share capital, (b) any capital redemption, reserve account, or (c) any share premium account in any manner and with and subject to any incidents, authorize the consent required by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.

g. Consolidation, Division, Sub-Division and Cancellation of Shares

Subject to the provisions of the Article and Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution in General Meeting g from time to time, a alter the conditions of its Memorandum as follows that is to say:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares

in pursuance of this sub-clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

h. Modification of Rights

- (i) Whenever the capital, by reason of the issue of shares including preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.
- (ii) The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the offer of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu there with. This Article is not to derogate from any power the Company would have if this Article was omitted.

i. Issue of Further Shares Not to Affect Rights of Existing Members

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. This Article is not to derogate from any power the Company would have if this Article was omitted.

j. Further Offer of Shares/Securities

A further issue of shares/securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer, private placement, rights issue, bonus issue, pursuant to employee stock options, sweat equity or in any other manner as permitted by the Act and at such time as the Board may from time-to-time think fit.

k. Issue of Shares to Employees

Subject to applicable rules and regulation, the Board may issue and allot shares/securities as sweat equity or under employee's stock option scheme. The Board is authorized absolutely at its sole discretion to determine the terms and conditions of issue of such shares and modify the same from time to time.

l. Liability of Members

Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

m. Registers to be Maintained by the Company

The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

- (I) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India.
- (II) A register of Debenture holders; and
- (III) A register of any other security holders.

The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

n. Share Certificates

- (a) The Company shall cause to be kept a register of members in accordance with Section 88 of the Act and the Depositories Act, with the details of the shares held in Dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.

Every person whose name is entered as a member in the register of members shall be entitled to receive, within two months after allotment (or within such other period as the conditions of issue shall provide), or within fifteen days after the application for the registration of transfer or transmission is received by the Company, without payment, certificate for all the shares registered in his name, every share certificate specifying the name of the person in whose favor it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

- (b) Certificate of title to shares shall be issued and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of share certificates and maintenance of books and documents relating to issue of share certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within two months after the allotment unless the conditions of issue of shares provide otherwise.
- (c) Any two or more joint allottees or holders of share shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of the certificate for a share to one of several joint shareholders shall be sufficient delivery to all such holder.

o. Fractional Certificates

- (a) If and whenever, as a result of issue of new shares on consolidation or sub-division of shares, any member becomes entitled to any fractional part of a share, the Board may subject to the provisions of the Act and these Articles and to the directions, if any, of the Company in General Meeting: -
- (i) Issue to such member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be canceled, and the Directors shall sell the shares represented by such canceled fractional certificates for the best price reasonably obtainable or
- (ii) Sell the shares represented by all such fractional parts for the best price reasonably obtainable.
- (b) In the event of any shares being sold, in pursuance of sub-clause (a) above, the Company shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof.
- (c) For the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same.

- (d) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
- (e) Notwithstanding the above, the Board shall have power to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares/securities becoming distributable in fractions.

p. Renewal of Share Certificate

No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the pages on the reverse for recording transfers have been duly utilized unless the certificate in lieu of which it is issued is surrendered to the Company.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit, or worn out or where the pages on the reverse for recording transfers have been fully utilized.

Provided further that in case of any share certificate being lost or destroyed or if there be no further space on the bank for endorsement of transfer, the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms as to evidence out of pocket expenses in regard to investigation of such evidence and on execution of indemnity as the Board may determine.

The Company shall issue certificates or receipts or advice, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advice, as applicable, in cases of loss or old decrepit or worn-out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgment.

Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of the foregoing Articles relating to offer of certificates shall mutatis mutandis apply to offer of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

q. Company not bound to recognize any Interest in Share other than Registered Holder

Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto/ in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the beneficial owner of the shares in the records of the depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

4. Company entitled to Dematerialize its Shares and Securities

Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, debenture and other securities in a dematerialized form held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned, and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

The Company shall further be entitled to maintain a Register of Members with the details of members holding shares/securities both in material and dematerialized form in any media as permitted by law including any form of electronic media.

5. GENERAL AUTHORITY

Where in the Act, it has been provided that a company shall have any right, privilege or authority or that a company could carry out any transactions only if such company is so authorized by its articles of association, in every such case this Articles of Association hereby authorizes and empowers the Company, its Board, its Directors and/or its members to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific provision in that behalf herein. Following are a few illustrations of such rights, privileges, authorities, and transactions as set out with relevant Section numbers from the Act:

Section 40: to pay commission on issue of shares and debentures Section 43: to issue shares with differential voting rights

Section 48: to alter rights of holders of special class of shares

Section 50: to accept amount on share capital although not called up

Section 51: to pay dividend in proportion to amount paid-up

Section 55: to issue preference shares.

Section 61: to alter the share capital of the company

Section 42: to issue shares on preferential basis Section 62: to further issue shares/securities

Section 63: to issue bonus shares

Section 68: to buy back the shares of the Company

Section 88: to keep foreign register of members of debenture holders

Section 161: to appoint additional, alternate and nominee directors

The above authority does not include rights, privileges, authorities under Section 163 of the Act.

6. POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED

The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.

2. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act and the Rules.
3. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

7. BROKERAGE

The Company may on any issue of shares, debentures or any other securities pay such brokerage or commission as may be prescribed under the Act.

8. CALLS

a. BOARD MAY MAKE CALLS

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, by a resolution passed at a meeting of the Board (and not by a circular resolution) make such calls as it thinks fit upon the members in respect of moneys unpaid on the shares, whether on account of the nominal value of the shares or by way of premium, held by them

respectively and not by conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine at any time.

b. NOTICE OF CALLS

At least Fourteen (14) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid provided that before the time for payment of such call, the Board may revoke or postpone the same.

c. CALLS TO TAKE EFFECT FROM THE DATE OF RESOLUTION

A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board of Directors.

d. CALLS ON SHARES OF SAME CLASS TO BE ON UNIFORM BASIS

All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of different class having the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

e. BOARD MAY EXTEND TIME

The Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of any call, and may extend such times as to all or any of the members who, on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favor.

f. AMOUNT PAYABLE AT FIXED TIME OR BY INSTALMENTS TO BE TREATED AS CALLS

If by the terms of offer of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable by the person who for the time being and from time to time is or shall be the registered holder of the shares or legal representative of a deceased registered shareholder, as if it were a call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

g. Deposit and Call, etc. to be Debt Payable

The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

h. Interest on Call or Instalment

If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at the rate as may be determined by the Board from the due date appointed for the payment thereof till the time of actual payment. However, the Board may waive payment of such interest wholly or in part. In case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

i. Partial Payment not to Preclude Forfeiture

Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time-to-time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

j. PAYMENT IN ANTICIPATION OF CALLS MAY CARRY INTEREST

- (a) The Board of Directors may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Company may pay or allow interest, at such rate as may be decided by the Board according to the provisions of the Act. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months' notice in writing.
- (b) No member paying any such sum in advance shall be entitled to voting rights or dividend or to participate in profits in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

9. LIEN

(a) Company to have Lien on Shares/ Debentures

The Company shall have a first and paramount lien upon all shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any such share/debentures shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of shares/ debentures.

Unless otherwise agreed, the registration of a transfer of such shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. PROVIDED THAT the Board of Directors may, at any time, declare any share/ debentures to be wholly or in part exempt from the provisions of this Article.

(b) As to Enforcing Lien by Sale

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:

- (a) Unless a sum in respect of which the lien exists is presently payable; or
- (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issue a duplicate certificate in respect of such shares and may authorize one of the members to execute a transfer thereof on behalf of and in the name of such members.

(c) Transfer of Shares sold under Lien

- (1) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereto;
- (2) The Purchaser shall be registered as the holder of the shares comprised in any such transfer;
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (4) The Purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

(c) Application of proceeds of sale

- (1) The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in

respect of which the lien exists as is presently payable, and

- (2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

(d) Outsider's lien not to affect company's lien

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

10. JOINT HOLDERS

a. THE FIRST NAMED OF JOINT HOLDERS DEEMED SOLE HOLDER

If any share stands in the names of two or more persons, first named in the register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holder of a share shall, severally as well as jointly, be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the Company's regulations.

Where two or more persons are registered as the holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these articles:-

b. NOT MORE THAN FOUR

- (a) The Company shall not be bound to register more than four persons as the holders of any share.
- (b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all installments, calls and other payments which ought to be made in respect of such share.

c. TITLE OF SURVIVORS

On the death of any of such joint holder the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share, but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

d. RECEIPT OF ONE SUFFICIENT

Any one of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

e. DELIVERY OF CERTIFICATE AND GIVING OF NOTICE

Only the person whose name stands first in the Register of Members as one of the joint holders of any share unless otherwise directed by all of them in writing shall be entitled to delivery of certificate relating to such share or to receive any documents from the Company and any document served on or sent to such person shall be deemed service on all the joint holders.

The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

11. FORFEITURE OF SHARES

a. IF MONEY PAYABLE ON SHARES NOT PAID NOTICE TO BE GIVEN TO MEMBER

If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

b. ALLOTMENT MONEY SHALL BE DEEMED TO BE A CALL

For the purpose of provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

c. EFFECT OF NONPAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

d. FORM OF NOTICE

The notice shall name a day (not being less than fourteen(14) days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

e. IN DEFAULT OF PAYMENT SHARES TO BE FORFEITED

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect by the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

f. NOTICE OF FORFEITURE TO A MEMBER

When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

g. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY AND MAY BE SOLD ETC.

Any share so forfeited, shall be deemed to be the property of the Company, and may be sold, reallocated, or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

h. CANCELLATION OF FORFEITURE

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

i. MEMBER STILL LIABLE TO PAY MONEY OWING AT THE TIME OF FORFEITURE AND INTEREST

Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding

twelve (12) per cent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if they think fit, but shall not be under any obligation so to do.

j. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

k. VALIDITY OF FORFEITURE

- 1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share;
- 2) The Company may receive the consideration if any, given for the share on any sale, re-allotment, or other disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;
- 3) The person to whom such share, is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share;
- 4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest, and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest and bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- 5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re- allotment or other disposal of the share.

l. CANCELLATION OF SHARE CERTIFICATES IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate in respect of the said shares to the persons entitled thereto.

m. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.

12. SURRENDER OF SHARES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

13. TRANSFER AND TRANSMISSION OF SHARES

a. INSTRUMENT OF TRANSFER TO BE EXECUTED BY TRANSFEROR AND TRANSFEREE

- 1) For shares in physical form, the instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
- 2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

- 3) The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

b. BOARD MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares / debentures in whatever lot shall not be refused.

c. BOARD MAY DECLINE TO RECOGNIZE INSTRUMENT OF TRANSFER

The Board may decline to recognize any instrument of transfer unless –

- a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c) the instrument of transfer is in respect of only one class of shares.
- d) Nothing contained in Section 56 of the Act, or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
- e) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

- f) Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository

d. TRANSFER OF SHARES WHEN SUSPENDED

On giving of previous notice of at least seven (7) days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty (30) days at any one time or for more than forty-five (45) days in the aggregate in any year.

e. TRANSFER OF PARTLY PAID SHARES

Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

f. TRANSFER TO MINORS, ETC.

- (a) No share shall in any circumstances be transferred to an insolvent or a person of unsound mind.
- (b) A minor may be admitted and registered as a member of the Company in respect of any fully paid-up share or shares in his or her name. The father or the mother of a minor or a guardian appointed by a competent court shall have a right to represent and act for the minor in all respects including voting and/or giving proxy in respect of any share or shares held by such minor.

g. THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF A TRANSFER

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the register of members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

h. TITLE TO SHARES OF DECEASED MEMBER

The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognize such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under this Article the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

i. TITLE TO SHARES ON DEATH OF A MEMBER

On the death of a member, the survivor, or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

j. ESTATE OF DECEASED MEMBER LIABLE

Nothing shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

k. TRANSMISSION CLAUSE

Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time-to-time properly be required by the Board and subject as hereinafter provided, elect, either –

- a) To be registered himself as holder of the share; or
- b) to make such transfer of the share as the deceased or insolvent member could have made.

l. BOARD'S RIGHT UNAFFECTED

The Board shall in either case have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

m. INDEMNITY TO THE COMPANY

The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

n. BOARD'S RIGHT UNAFFECTED

The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

o. NO FEE ON TRANSFER OR TRANSMISSION

No fee shall be charged for registration of transfer, grant of probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney, or similar other documents.

Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

The provisions of these Articles relating to transfer & transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

14. MEETINGS OF MEMBERS

a. ANNUAL GENERAL MEETING

The Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting, except in the case where any extension of time for holding any annual general meeting is granted/availed under applicable laws. Not more than 15 (fifteen) months shall elapse between the date of one annual general meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called during business hours on a day that is not a national holiday and shall be held either at the registered office or at some other place within the city in which the office of the Company is situate through video conferencing or audio-visual means or teleconferencing /permitted mode, as the Board may determine.

b. EXTRAORDINARY GENERAL MEETING

All general meetings other than annual general meeting shall be called extra-ordinary general meeting. The Board may, whenever they think fit, convene an extra-ordinary general meeting.

The Board shall on the requisition of such number of members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply through video conferencing or audio visual means or teleconferencing/permitted mode.

c. CALLING GENERAL MEETING

A general meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic/permitted mode in such manner as prescribed under the Act, provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode: (a) in the case of an annual general meeting, by not less than 95% (ninety-five percent) of the members entitled to vote at such meeting, and (b) in the case of any other general meeting, by members holding, majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up share capital of the Company as gives a right to vote at such meeting. Provided further that where any member is entitled to vote only on some resolution or resolutions to be moved at a general meeting and not on the others, that member shall be taken into account for the abovementioned purposes,

in respect of the former resolution(s) and not in respect of the latter.

Notice of every general meeting shall be given to the members and to such other person or persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

d. NATURE OF BUSINESS

The ordinary business of an annual general meeting shall be to receive and consider the financial statements and the report of the Board and of the auditors, to reappointment of Directors retiring by rotation, to appointment of auditors and to declare dividends. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special.

e. QUORUM

- 1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- 3) The quorum for a general meeting shall be as provided in the Act.

f. CHAIRMAN OF GENERAL MEETING

The chairman of the Board shall be entitled to take the chair at every general meeting, whether annual or extraordinary. If there be no such chairman of the Board, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair then the members present shall elect another Director as chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of the members to be the chairman of that meeting.

g. BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILST CHAIR VACANT

No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

h. CHAIRMAN MAY ADJOURN MEETING

- (1) The Chairman may, suo moto, adjourn the meeting from time to time and from place to place.
- (2) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitions under Section 100 of the Act (read with provisions of these Articles) shall stand cancelled.
- (3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (4) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (5) The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.
- (6) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

i. CHAIRMAN'S DECLARATION OF RESULT OF VOTING ON SHOW OF HANDS

A declaration by the Chairman that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes in favor or against such resolution.

j. CHAIRMAN'S CASTING VOTE

In the case of an equality of votes, the chairman shall both on a show of hands and a poll (if any) have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

k. VOTING THROUGH ELECTRONIC MEANS

A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

l. MEMBERS PAYING MONEY IN ADVANCE NOT TO BE ENTITLED TO VOTE IN RESPECT THEREOF

A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

m. NUMBER OF VOTES TO WHICH MEMBER ENTITLED

- i) Subject to the provisions of the Act and these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, shall be entitled to vote in the manner prescribed under the Act and Articles.
- ii) Subject to the provisions of this Act and this Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- iii) Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

n. VOTING IN PERSON OR BY PROXY

The instrument appointing a proxy and/or the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder. The proxy so appointed shall have no right to speak at the meeting.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Unless specifically provided as part of terms of preference shares, the preference shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Act.

o. MEMBERS IN ARREARS NOT TO VOTE

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

p. MINUTES OF PROCEEDINGS OF MEETINGS AND RESOLUTIONS PASSED BY POSTAL BALLOT

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed under the Act and the Rules

q. INSPECTION OF MINUTE BOOKS OF GENERAL MEETING

The books containing the minutes of the proceedings of any general meeting of the Company, or a resolution passed by postal ballot shall:

- a) be kept at the registered office of the Company; and
- b) be open to inspection of any member without charge, during 2 p.m. (IST) to 4.30 p.m. (IST) on all Working Days.

r. MEMBERS MAY OBTAIN COPY OF MINUTES

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes of general meetings:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

s. POWERS TO ARRANGE SECURITY AT MEETINGS

The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

15. DIRECTORS

a. NUMBER OF DIRECTORS

- a) Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding Debenture Directors, Government Directors, Ex-officio Directors, if any) shall be not less than 3 and not more than 15. However, maximum number can exceed 15 by passing special resolution as required under the Act.
- b) The first Directors of the Company were Mr. Tarachand Aggarwal, Mr. Anil Kumar Aggarwal, and Mr. Munish Kumar Aggarwal.
- c) It shall not be necessary for a Director to hold any share in the Company.

b. DIRECTORS NOT LIABLE TO RETIRE BY ROTATION

The shareholders/ members shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation subject to compliance of the Act and the Rules made thereunder. Each of them shall be entitled to hold the office until he resigns on his own accord.

Subject to provisions of the relevant laws and these Articles, not less than 2/3rd of the total number of Directors for the time being shall be those whose period of office is liable for determination of retirement by rotation save as otherwise expressly provided in this Act, be appointed by the company in general meeting. For the purposes of this article, the total

number of Directors shall not include independent directors, Nominee Director, whether appointed under the Act or any other law for the time being in force, on the Board.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Further this will also be governed by the provisions of Listing Regulations.

A retiring Director shall be eligible for re-election.

c. SAME INDIVIDUAL MAY BE CHAIRPERSON AND MANAGING DIRECTOR/ CHIEF EXECUTIVE OFFICER

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

d. APPOINTMENT OF ALTERNATE DIRECTOR

The Board may appoint an Alternate Director to act for a Director (hereinafter called “the original Director”) during his absence for a period of not less than three months from the India which meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Board and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all powers and duties and authorities of the original Director. The Alternate Director appointed under this Article shall vacate office as and when original Director returns to India. If the terms of office of the original Director is determined before he returns to India, any provision in the Act or in this Article for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

e. APPOINTMENT OF SPECIAL DIRECTOR

- (i) The Company shall, subject to the provisions of the Act, be entitled to agree with the Central or State Government, or any person, firm, corporation, or authority that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by authority, person, firm, or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the authority, person, firm, or corporation who appointed such Special Director may, if the agreement so provides, appoint another Director in his place.
- (ii) The Special Directors, appointed under sub-clause (i) above, shall be entitled to hold office until requested to retire by the person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or corporation who have appointed such special Director may appoint any other Director in his place. The Special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

f. APPOINTMENT OF DEBENTURE DIRECTORS

Any Trust Deed for securing debentures or debenture stocks may, if so agreed, provide for the appointment, from time to time, by the Trustees thereof, or by the holders of debentures or debenture stocks, of some person to be a Director and may empower such Trustees or holder of debentures or debentures stocks, from time to time, to remove and re-appoint any Director so appointed. The Director so appointed under this Article herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

g. APPOINTMENT OF NOMINEE DIRECTORS

- (i) Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to financial institutions, financing company or body or credit corporation, out of any loans granted by them to the Company or so long as the financial institution, financing company or body corporate or Credit Corporation (each of the financial institutions, financing company or body or credit corporation is hereinafter in this Article referred to as “The Corporation”) continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole time or non-whole time, (which Directors or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s in terms of the agreement executed with such Corporation/ provisions of the respective statute/ or otherwise agreed to by the Board.
- (ii) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- (iii) The Nominee Director/s so appointed shall hold the said office only so long as any money remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.
- (iv) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend to General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (v) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, money or remuneration in any form is payable to the Directors of the Company, the fees, commission, money and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation.
- (vi) Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation or as per rules and regulations/or agreement entered into with such corporation
- (vii) In the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of the Company. Such Whole time Director/s shall be entitled to receive such remuneration, fees, commission, and money as may be approved by the Corporation.

h. DIRECTORS MAY FILL VACANCIES

The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall retain his office only up to the date up to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

i. APPOINTMENT OF ADDITIONAL DIRECTORS

The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board under Section 161 of the Act but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only up to the date of the next annual general meeting but shall be eligible for election at such meeting.

j. APPOINTMENT OF OTHER DIRECTORS

The Board shall appoint Woman Director and Independent Director in the manner required under the provisions of Act and other applicable laws.

k. APPOINTMENT OF MANAGING DIRECTOR OR MANAGING DIRECTOR(S) OR WHOLE TIME DIRECTOR OR WHOLE TIME DIRECTOR(S)

Subject to the provisions of Section 196 / 203 and other applicable provisions of the Act and these Articles, the Board shall have power to appoint or reappoint from time to time Managing Director or Managing Directors or whole time Director or whole time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss or reappoint him or them from office and appoint another or others in his or their place or places.

16. REMUNERATION OF DIRECTORS

- 1) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- 2) The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act.
- 3) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel, sitting fees and other expenses properly incurred by them –
 - a) in attending, and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
 - b) in connection with the business of the Company
- c) Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.
- 4) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

17. PROCEEDING OF THE BOARD OF DIRECTORS

a. MEETINGS OF DIRECTORS

- (a) The conducting of Meetings of the Board of Directors is governed by Secretarial Standards issued by ICSI and approved by the Ministry of Corporate Affairs.
- (b) A meeting of the Board of Directors shall be held at least four (4) times every year and not more than 120 days shall lapse between two (2) Board meetings.
- (c) No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to

time, shall also be counted for the purposes of quorum, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

- (d) If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the meeting was called, and any resolution duly passed at such meeting shall be valid and binding on the Company.

b. WHEN MEETING TO BE CONVENEED

- i) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- ii) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

c. QUORUM

The quorum for the Board meeting shall be as provided above.

d. CHAIRMAN

The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors to be Chairperson of the meeting.

e. QUESTIONS AT BOARD MEETING HOW DECIDED

Subject to provisions of the Act, questions arising at any meeting of the Board shall be decided by a simple majority of votes, and in case of equality of votes, the chairman shall have second or casting vote.

f. CIRCULAR RESOLUTION

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any necessary papers, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

g. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING DEFECT IN APPOINTMENT

All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other

associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

h. GENERAL POWERS OF THE COMPANY VESTED IN BOARD

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board shall also undertake the corporate social responsibility activities under the provisions of the Act.

The Board may at any time and from time to time by authority letter, board resolution, power of attorney or otherwise appoint any person or persons to be the authorized persons, delegates or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such periods and subject to such conditions as the Board may from time to time think fit, and may contain powers enabling such authorized persons, delegates or attorneys as aforesaid to sub-delegate/authorize all or any of the powers, authorities and discretions for the time being vested in them.

i. BORROWING POWERS

Subject to the provisions of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow money from time to time including but not limited to fund based and non-fund based credit facilities from Bankers and other eligible lenders, loans, fixed deposits etc. for the purpose of the business of the Company to be secured in such manner and upon such terms and conditions as the Board of Directors may think fit.

j. ISSUE OF DEBENTURES

The Board has power to issue debentures of various kinds from time to time.

The Board may, from time to time, at its discretion raise for the purpose of the Company's business such of money as they think fit. The Board may raise any such sums as aforesaid by the issue, at such price as it may think fit, of debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Board may think expedient.

k. DELEGATE POWERS

Subject to the provisions of the Act including Section 179, as applicable, the Board may, from time to time, and at any time, delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than its power to make calls or to make loans or borrow moneys; and to authorize the member for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

18. BOARD MAY APPOINT COMMITTEES

- i) The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.

- ii) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

a. CHAIRMAN OF COMMITTEE OF DIRECTORS

- i) Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

b. FUNCTIONING OF THE COMMITTEE

- 1) A Committee may meet and adjourn as it thinks fit.
- 2) Questions arising at any meeting of a Committee shall be determined by a simple majority of votes of the members present.
- 3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

19. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act;

- i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

The Board shall have the power to appoint an individual as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

A whole-time director / chief financial officer / company secretary of the Company is severally authorized to sign any document or proceeding requiring authentication by the Company or any contract made by or on behalf of the Company.

Any provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

20. STATUTORY REGISTERS

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all Working Days, other than Saturdays, at the registered office of the Company only by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Subject to aforesaid the Board shall have a power to refuse inspection to any other person, at its discretion.

21. FOREIGN REGISTERS

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such Articles as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom, and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

22. DIVIDENDS AND RESERVE

- i. Company in general meeting may declare dividends.

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

- ii. Interim dividends

Subject to the provisions of the Act, the Board may from time-to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

- iii. Dividends only to be paid out of profits

The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time-to-time, think fit.

- iv. Carry forward of profits

The Board may subject to provisions of the Act also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- v. Payments in Advance

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

- vi. Dividends to be Apportioned

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

- vii. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom

- viii. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

- ix. Retention of dividends

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member, until such person shall become a member in respect of such shares.

- x. Dividend how Remitted

A dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- xi. Discharge to Company

Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

xii. Receipt of one holder sufficient

Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses, or other monies payable in respect of such share.

xiii. No interest on Dividends

No dividend shall bear interest against the Company.

xiv. Waiver of Dividends

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

23. Winding up

The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

24. Accounts

Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

The Board shall be entitled from time to time to determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts, and books of the Company, or any of them, shall be open to the inspection of members not being Directors. Each Director shall be entitled to examine the books, accounts, and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.

No member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board.

All the aforesaid books shall give a true and fair view of the Company's affairs with respect to the matters aforesaid and explain its transactions.

The books of accounts of the Company relating to past periods shall be preserved in good order in compliance with applicable laws.

25. Unpaid or unclaimed dividend

Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "unpaid dividend account". No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period

of seven years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. “investors education and protection fund”.

26. INDEMNITY AND INSURANCE

Directors and officers right to indemnity

- (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity except such suits, proceedings, cost, charges, losses, damage and expenses, if any, that such director, manager, company secretary and officer shall incur or sustain, by or through his own willful neglect or default.
- (b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the gross negligence, willful misconduct or bad faith acts or omissions of such director, managing director, manager, chief executive officer, chief financial officer, company secretary or officer.

27. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

28. CAPITALISATION

- 1) The Company in General Meeting by Ordinary Resolution may, upon the recommendation of the Board, resolve:
 - (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company’s reserve accounts, or to the credit of the Profit and Loss Account or otherwise available for distribution;
- And
- (b) that such sum be accordingly set free for distribution in the manner specified in clause no. 2 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- 2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause no. 3 either in or towards :-
 - (a) paying up any amount for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full un-issued shares of the Company to the allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
 - 3) A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid Bonus Shares.
 - 4) the Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
 - 5) Any agreement made under such authority shall be effective and binding on such members.

29. **SECURITY CLAUSE**

Every director, manager, auditor, secretary, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required, by the Director, before and any time after entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions, operations, business and affairs of the Company and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law.

30. **NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION**

No member or other person (not being a Director) shall, without the prior written permission of the Chairperson of the Company or Managing Director be entitled to visit or inspect any property or premises of the Company or to require discovery of or any information respecting any detail of the Company's trading, operation or business, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Chairperson/Managing Director, it would be inexpedient in the interest of the Company to disclose.

We, the several persons, whose names, addresses, and occupations are hereunder subscribed below, are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :-

Names, address, description, and occupation of subscribers	No. of equity shares taken by each Subscribers	Signature of Subscriber	Signature, name address, descriptions, and occupation of
Tarachand Aggarwal S/o. Late L. Jiwan Lal Aggarwal Address: C/o E-37, Jangpura Extn. New Delhi - 110014. Occupation: Business	1000(one thousand)	Sd/-	I witness the signatures of all the three subscribers who have signed in my presence Sd/- (Ramesh Goyal) chartered Accountant M. No. 82951 S/o Lt. Sh. Ram Kishan Dass C/o 23/6, Shakti Nagar D elhi - 110007
Anil Kumar Aggarwal S/o Sh. TC. Aggarwal . Address: C/o E-37, Jangpura Extn. New Delhi - 110014. Occupation: Business	1000(one thousand)	Sd/-	
Munish Kumar Aggarwal . S/o Sh. TC. Aggarwal Address: C/o E-37, Jangpura Extn. New Delhi - 110014. Occupation: Business	1000(one thousand)	Sd/-	
Total	3000(Three Thousand Equity Shares)		

At Delhi this 15th day of March 1988.

There are no material clause of the Articles of Association which has a bearing on the Initial Public Offering (IPO) or disclosure requirements, has been left out from disclosure in the offer document. All relevant and material clauses of the Articles of Association have been fully disclosed to ensure complete transparency for prospective investors.

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Offer Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at www.jaybeelaminations.co.in, and will be available for inspection from date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

MATERIAL CONTRACTS

1. Offer Agreement dated Monday, March 11, 2024, read with Addendum to Offer Agreement Tuesday, June 11, 2024, dated between our Company, the Promoter Selling Shareholder, and the Book Running Lead Manager.
2. Registrar Agreement dated Tuesday, November 21, 2023, read with Addendum to Registrar Agreement dated Thursday, March 07, 2024, and read with Addendum to Registrar Agreement dated Friday, June 14, 2024, between our Company, the Selling Shareholder, and the Registrar to the Offer.
3. Market Making Agreement dated Tuesday, April 16, 2024, read with Addendum to Market Making Agreement dated Wednesday, June 12, 2024, between our Company, the Book Running Lead Manager and Market Maker.
4. Underwriting Agreement dated Tuesday, April 16, 2024, read with Addendum to Underwriting Agreement dated Wednesday, June 12, 2024, between our Company, Book Running Lead Manager, and the Underwriters.
5. Tripartite agreement between the CDSL, our Company and the Registrar to the Offer dated Friday, November 24, 2023.
6. Tripartite agreement between the NSDL, our Company and the Registrar to the Offer dated Tuesday, January 10, 2024.
7. Syndicate agreement dated Tuesday, June 11, 2024, entered into between our Company, Promoter Selling Shareholder, Registrar, and the Members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate Member.
8. Cash Escrow and Sponsor Bank Agreement dated Tuesday, June 11, 2024, between our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the Book Running Lead Manager, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank, and Sponsor Bank.
9. Share Escrow Agreement dated Friday, June 14, 2024, entered into amongst our Company, the Selling Shareholder, the Share Escrow Agent and the Book Running Lead Manager, in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees

MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated March 22, 1988, issued under the name Jay Bee Laminations Private Limited.
3. Copy of Fresh Certificate of Incorporation dated November 03, 2023, issued by Registrar of Companies, Delhi consequent to name change from Jay Bee Laminations Private Limited to Jay Bee Laminations Limited pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated February 15, 2024, in relation to the Offer.
5. Resolution of the Shareholders of our Company, passed at the Extra-ordinary General Meeting held on February 29, 2024, in relation to the Offer.

6. Statutory and Peer Review examination report for Restated Financial Statements dated Wednesday, August 14, 2024, included in this Red Herring Prospectus.
7. Statement of Possible Tax Benefits dated Tuesday, August 20, 2024, from our Statutory and Peer Review Auditors included in this Red Herring Prospectus.
8. Consent letter from the Promoter Selling Shareholder authorizing its participation in the Offer dated April 10, 2024.
9. Copies of Audited Financial Statements of the Company for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022.
10. Consents of our Directors, Promoters, the Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory and Peer Review Auditor, Independent Chartered Engineer, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Offer, Registrar to the Offer, Banker to the Offer, Underwriter and Market Maker to act in their respective capacities.
11. Certificate on KPI's issued by the Peer Review Auditors, namely M/s A Y & Company, Chartered Accountants dated Friday, August 16, 2024.
12. Resolution of the Audit Committee dated Friday, August 16, 2024, approving our key performance indicators.
13. Exemption application filed by our Company seeking exemption under Regulation 300(1) of the SEBI (ICDR) Regulations and various other submissions made with SEBI in relation to the exemption.
14. SEBI's letter dated April 02, 2024, bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/12983/1 based on the exemption application filed by our Company with SEBI.
15. Due Diligence Certificate dated Tuesday, August 20, 2024, to NSE by the Book Running Lead Manager
16. Resolution of our Board dated Tuesday, April 16, 2024, approving the Draft Red Herring Prospectus.
17. Resolution of our Board dated Tuesday, August 20, 2024, approving this Red Herring Prospectus.
18. Due Diligence Certificate dated Tuesday, August 20, 2024, to SEBI by the Book Running Lead Manager.
19. Resolution of our Board dated [●], approving the Prospectus.
20. Approval from NSE vide letter bearing reference number NSE/LIST/3772 dated Tuesday, August 13, 2024, to use the name of NSE in this Offer Document for listing of Equity Shares on the NSE Emerge.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. I further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Mr. Munish Kumar Aggarwal
Chairman and Whole time Director
DIN: 00466023

Date: Tuesday, August 20, 2024
Place: Delhi

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. I further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Mr. Mudit Aggarwal

Managing Director

DIN: 01324169

Date: Tuesday, August 20, 2024

Place: Delhi

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. I further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Ms. Sunita Aggarwal

Executive Director

DIN: 00465983

Date: Tuesday, August 20, 2024

Place: Delhi

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. I further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Mr. Atul Ladha

Non-Executive Independent Director

DIN: 00978072

Date: Tuesday, August 20, 2024

Place: Delhi

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Mr. Arun Kumar Verma

Non-Executive Independent Director

DIN: 08705619

Date: Tuesday, August 20, 2024

Place: Delhi

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Mr. Yogendra Kumar Gupta

Non-Executive Independent Director

DIN: 07029287

Date: Tuesday, August 20, 2024

Place: Delhi

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. I further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

Mr. Subhash Raghav

Chief Financial Officer

Date: Tuesday, August 20, 2024

Place: Delhi

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made thereunder or Guidelines/Regulations issued, as the case may be. I further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY

Sd/-

Ms. Arti Chauhan

Company Secretary and Compliance Officer

Date: Tuesday, August 20, 2024

Place: Delhi

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm and certify that all statements, disclosures, and undertakings specifically made or confirmed in this Red Herring Prospectus in relation to myself, as Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including any statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER

Sd/-

Mr. Munish Kumar Aggarwal

Promoter Selling Shareholder

Date: Tuesday, August 20, 2024

Place: Delhi