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INSPROS ENGINEERS LIMITED

Corporate Identification Number: U02422MP1983PLC002289

REGISTERED OFFICE		CONTACT PERSON		TELEPHONE & EMAIL	WEBSITE
126 Sector-A Industrial Area Mandideep, Bhopal-462046, Madhya Pradesh, India		Mujahid Ali Company Secretary and Compliance Officer		+91 9755032465 cs[gl]@inspros.net	www.inspros.net
NAME OF PROMOTERS OF THE COMPANY: VIPIN MULLICK AND ANANDITA MULLICK					
DETAILS OF THE OFFER					
Type	Fresh Issue Size	Offer For Sale Size	Total Size	Eligibility & Share Reservation Among QIBs, NIIs & IIs	
Fresh Issue and Offer for Sale	Up to 47,00,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] Lakhs	Up to 11,21,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] Lakhs	Up to 58,21,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] Lakhs	The Offer is being made pursuant to Regulation 229(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”). For details, see “Other Regulatory and Statutory Disclosures –Eligibility for the Offer” on page 331. For further details in relation to share allocation and reservation among QIBs, NIIs, and IBs, see “Offer Structure” on page 357.	
DETAILS OF OFFER FOR SALE BY PROMOTER & PROMOTER GROUP SELLING SHAREHOLDER AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION (“WACA”)					
NAME	TYPE		NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OFFERED / AMOUNT IN ₹		WACA IN ₹ PER EQUITY SHARE*
Janak Mullick	Promoter Group Selling Shareholder		Up to 7,46,000		0.024
Vipin Mullick	Promoter Selling Shareholder		Up to 3,75,000		0.01
*As certified by the Statutory Auditor pursuant to a certificate dated June 16, 2025.					
RISKS IN RELATION TO THE FIRST OFFER					
This being the first public Offer of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10/-. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building process, as stated under “Basis of Offer Price” on page 121 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 or sustained trading in the Equity Shares nor 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 this Offer unless they can afford to take the risk of losing their entire 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 offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited of the section titled “Risk Factors” beginning on page 33 of this Draft Red Herring Prospectus.					
ISSUER’S AND PROMOTER SELLING SHAREHOLDER’S AND PROMOTER GROUP SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft 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 Red 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 Draft 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, each of the Promoter Selling Shareholder and Promoter Group Selling Shareholder, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholder and Promoter Group Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its offered shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Promoter Selling Shareholder and Promoter Group Selling Shareholder assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Promoter Selling Shareholder and Promoter Group Selling Shareholder, in this Draft Red Herring Prospectus.					
LISTING					
The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.					
DETAILS OF BOOK RUNNING LEAD MANAGER					
NAME AND LOGO OF BOOK RUNNING LEAD MANAGER		CONTACT PERSON		TELEPHONE & EMAIL	
 UNISTONE	Unistone Capital Private Limited	Brijesh Parekh / Saloni Doshi		Tel: 022 4604 6494 Email: mb@unistonecapital.com	
DETAILS OF REGISTRAR TO THE OFFER					
NAME OF REGISTRAR		CONTACT PERSON		TELEPHONE & EMAIL	
MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)		Shanti Gopalkrishnan		Tel : +91 810 811 4949 E-mail: insprosengeering.smeipo@in.mpms.mufg.com	
BID/OFFER PERIOD					
ANCHOR INVESTOR BID OFFER PERIOD <sup>(1)</sup> : [●]		BID/OFFER OPENS ON <sup>(1)</sup> : [●]		BID/OFFER CLOSES ON <sup>(2)(3)</sup> : [●]	

<sup>(1)</sup> Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

<sup>(2)</sup> Our Company may, in consultation with the BRLM, 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.

<sup>(3)</sup> UPI mandate end time and date shall be at 5:00 PM on the Bid/Offer closing Date.



INSPROS ENGINEERS LIMITED

Our Company was incorporated as private limited Company under the name “Inspros Engineers Private Limited”, under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Madhya Pradesh, Gwalior on November 14, 1983. Subsequently, the status of our Company was changed to public limited, and the name of our Company was changed to “Inspros Engineers Limited” vide Special Resolution dated May 02, 2024. The fresh certificate of Incorporation consequent to conversion was issued on July 26, 2024 by the Registrar of Companies, Central Processing Centre. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled “General Information” and “History and Certain Corporate Matters” beginning on page 69 and 207 respectively of this Draft Red Herring Prospectus.

Registered office: 126 Sector-A Industrial Area Mandideep, Bhopal- 462046, Madhya Pradesh, India  
Tel: +91 9755032465, E-mail: [cslg@inspros.net](mailto:cslg@inspros.net); Website: [www.inspros.net](http://www.inspros.net);

Contact Person: Mujahid Ali, Company Secretary and Compliance Officer; Corporate Identification Number: U02422MP1983PLC002289

PROMOTERS OF THE COMPANY: VIPIN MULLICK AND ANANDITA MULLICK		
<p><b>INITIAL PUBLIC OFFER OF UPTO 58,21,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF THE COMPANY AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS (“PUBLIC OFFER”) COMPRISING A FRESH ISSUE OF UPTO 47,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING TO ₹ [●] LAKHS (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UPTO 3,75,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH COMPRISING OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH BY VIPIN MULLICK AND UPTO 7,46,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH BY JANAK MULLICK (“THE SELLING SHAREHOLDERS”) (“OFFER FOR SALE”) AGGREGATING TO ₹ [●] LAKHS, OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF FACE VALUE OF ₹ 10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF FACE VALUE OF ₹ 10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET OFFER”. THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.</b></p> <p><b>THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI DAILY NEWSPAPER, HINDI BEING THE REGIONAL LANGUAGE OF MADHYA PRADESH WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE” OR “STOCK EXCHANGE”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIRENTS) REGULATIONS, 2018, AS AMENDED (“SEBI ICDR REGULATIONS”)</b></p> <p>In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. In cases of <i>force majeure</i>, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ 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 respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.</p> <p>This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 (2) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation 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, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), 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 Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one third of such portion was reserved for applicants with application size of more than 2 lots and up to such lots equivalent to not more than ₹ 10,00,000 and (b) two-third of such portion was reserved for applicants with application size of more than ₹ 10,00,000 provided that the unsubscribed portion in either of such subcategories could have been allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see “Offer Procedure” on page 362 of this Draft Red Herring Prospectus. Provided further that for the purpose of public offer by an issuer to be listed /listed on SME exchange made in accordance with Chapter IX of these regulations, the words “retail individual investors” shall be read as words “individual investors who applies for minimum application size”</p> <p><i>All potential investors shall participate in the Offer through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Offer Procedure” on page 362 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.</i></p>		
RISK IN RELATION TO THE FIRST OFFER		
<p>This being the Offer of the Issuer, there has been no formal market for the securities of the Issuer. The face value of the equity shares is ₹ 10/-. The Offer price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the Issuer nor regarding the price at which the equity shares will be traded after listing.</p>		
GENERAL RISK		
<p>Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire 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 offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited of the section titled “Risk Factors” beginning on page 33 of this this Draft Red Herring Prospectus.</p>		
ISSUER’S, PROMOTER SELLING SHAREHOLDER’S & PROMOTER GROUP SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY		
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft 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 Red 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 Draft 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, each of the Promoter Selling Shareholder and Promoter Group Selling Shareholder, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholder and Promoter Group Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Promoter Selling Shareholder and Promoter Group Selling Shareholder assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Selling Shareholders, in this Draft Red Herring Prospectus.</p>		
LISTING		
<p>The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an ‘in-principle’ approval letter dated [●] from NSE for using its name in this Red Herring Prospectus / Prospectus for listing our shares on NSE. For the purpose of this Offer, the Designated Stock Exchange will be NSE.</p>		
BOOK RUNNING LEAD MANAGER		REGISTRAR TO THE OFFER
 <b>UNISTONE</b>		
<p><b>UNISTONE CAPITAL PRIVATE LIMITED</b> A/305, Dynasty Business Park, Andheri Kurla Road, Andheri East, Mumbai 400059, Maharashtra, India <b>Telephone:</b> 022 4604 6494 <b>Email:</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a> <b>Website:</b> <a href="http://www.unistonecapital.com">www.unistonecapital.com</a> <b>Investor grievance email:</b> <a href="mailto:compliance@unistonecapital.com">compliance@unistonecapital.com</a> <b>Contact Person:</b> Brijesh Parekh / Saloni Doshi <b>SEBI registration number:</b> INM000012449 <b>CIN:</b> U65999MH2019PTC330850</p>		<p><b>MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)</b> C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400083, Maharashtra, India <b>Telephone:</b> +91 810 811 4949 Email: <a href="mailto:insprosenigneering.smeipo@in.mpms.mufg.com">insprosenigneering.smeipo@in.mpms.mufg.com</a> <b>Investor grievance email:</b> <a href="mailto:insprosenigneering.smeipo@in.mpms.mufg.com">insprosenigneering.smeipo@in.mpms.mufg.com</a> <b>Contact Person:</b> Shanti Gopalkrishnan <b>Website:</b> <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> <b>SEBI Registration Number:</b> INR000004058 <b>CIN:</b> U67190MH1999PTC118368</p>
BID/OFFER PERIOD		
ANCHOR INVESTOR BID OFFER PERIOD <sup>(1)</sup> : [●]	BID/OFFER OPENS ON <sup>(1)</sup> : [●]	BID/OFFER CLOSES ON <sup>(2)(3)</sup> : [●]

(1) Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

(2) Our Company may, in consultation with the BRLM, 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.

(3) UPI mandate end time and date shall be at 5:00 PM on the Bid/Offer closing Date.

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## SECTION I – GENERAL DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Red Herring Prospectus, and references to any statute, regulation, rule, guidelines, circular, notification or clarification or policies will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association*”, “*Statement of Possible Special Tax Benefits*”, “*Industry Overview*”, “*Basis for Offer Price*”, “*Key Regulations and Policies in India*”, “*Financial Information*”, “*Outstanding Litigation and Other Material Developments*” and “*Offer Procedure*”, will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the Conventional or General Information Document (as defined below), the definitions given below shall prevail. The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the notified provisions of the Companies Act, 2013, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

### Conventional or General Terms

Terms	Description
“IEL”, “Inspros”, “our Company”, “our Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise requires, refers to “Inspros Engineers Limited”, (formerly known as Inspros Engineers Private Limited) a Company originally incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Madhya Pradesh, Gwalior.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
you/ your/ yours	Prospective Bidders in this offer

### Company Related Terms

Terms	Description
AOA / Articles of Association	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Board, constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations as described in “ <i>Our Management</i> ” on page 213.
Auditor or Statutory Auditor or Peer Review Auditor	The statutory auditors of our Company, currently being M/s Baheti & Co., Chartered Accountants
Bankers to the Company	Banker to our Company, namely, HDFC Bank Limited.
Board of Directors / the Board / our Board	The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 213 of this Draft Red Herring Prospectus.
CIN	Corporate Identification Number of our Company i.e. U02422MP1983PLC002289.
Chairman	Chairman of the Board, as described in “ <i>Our Management</i> ” on page 213.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company is Preeti P R.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company is Mujahid Ali.
Director(s)	The director(s) on our Board.
Equity Shares/Shares	Equity Shares of the Company of Face Value of ₹ 10 each unless otherwise

Terms	Description
	specified in the context thereof.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform.
Group Company	Companies with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy. The group company of our Company being Engsol Technologies Private Limited
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India
Individual Promoters	Vipin Mullick and Anandita Mullick
Infomerics	Infomerics Analytics and Research Private Limited
Infomerics Report	Report titled “Electrifying Progress: Powering India’s Future through Engineering Innovation” dated July 18, 2025 issued by Infomerics Analytics & Research, which has been commissioned and paid for by our Company.
ISIN / International Securities Identification Number	INE15G001018
Key Managerial Personnel/ Key Managerial Employees/ KMP	Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled “ <i>Our Management</i> ” on page 213 of this Draft Red Herring Prospectus.
Key Performance Indicators/ KPIs	Key financial and operational performance indicators of our Company, as included in “ <i>Basis of Offer Price</i> ”, “ <i>Our Business – Key Performance Indicators</i> ” and “ <i>Management’s Discussion and Analysis of Financial Condition and Results of Operations – Results Of Key Operations</i> ” on pages 121, 167 and 307, respectively.
Materiality Policy	The policy on identification of group company, material creditors and material litigation, adopted by our Board on June 16, 2025 in accordance with the requirements of the SEBI ICDR Regulations.
MD or Managing Director	The Managing Director of our Company is Vipin Mullick.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non- Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations and as described in “ <i>Our Management</i> ” on page 213.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
Promoters	The Promoters of our Company, namely, Vipin Mullick and Anandita Mullick.
Promoter Group	Such persons, entities and companies constituting our Promoters 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> ” on page 230 of this Draft Red Herring Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.

<b>Terms</b>	<b>Description</b>
Registered Office of our Company	126 Sector-A Industrial Area Mandideep, Bhopal- 462046, Madhya Pradesh, India.
RoC / Registrar of Companies	3 <sup>rd</sup> Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior - 474009, Madhya Pradesh, India.
"Restated Financial Statements" or "Restated Financial Information" or "Financial Information"	<p>The restated financial information of our Company for the financial years March 31, 2025, March 31, 2024, and March 31, 2023, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the Institute of Chartered Accountants of India, as amended.</p> <p>Restated Financial Information of our Company comprising the restated statement of assets and liabilities for the Financial Year ended March 31, 2025, March 31, 2024, and March 31, 2023, the restated statement of profit and loss, the restated statement of changes in equity, the restated statement of cash flows for the years ended March 31, 2025, March 31, 2024, and March 31, 2023, the summary statement of material accounting policies, and other explanatory information, as approved by our Board.</p>
Senior Management Personnel	Senior management of our Company determined in accordance with Regulation 2(1)(bbbbb) of the SEBI ICDR Regulations. For details, see " <i>Our Management</i> " on page 213 of this Draft Red Herring Prospectus.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations and as described in " <i>Our Management</i> " on page 213.
"Unit I"	Our manufacturing facility situated at Plot No. 125 and Plot No. 126, Industrial Area, Mandideep, Bhopal 462046
"Unit II"	Our manufacturing facility situated at E- 22 and E-23 Industrial Area, Mandideep, Phase- II, Khanpura, Goharganj, Raisen.

## Offer Related Terms

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Offer of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
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

Terms	Description
	Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period.
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 Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, 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 Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be offered and Allotted to 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 BRLM.
Anchor Investor Pay – in Date	With respect to Anchor Investor(s), the Anchor Investor Bidding Date, and, in the event the Anchor Investor Allocation Price is lower than the Offer Price a date being, not later than two 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, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out 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 accordance with the SEBI ICDR Regulations.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Red Herring Prospectus.
Applications Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Bidder	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
ASBA / Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
Banker to the Offer/ Public Offer Bank/ Refund Banker	Banker to the Offer, Public Offer Bank and Refund Bank, being [●]
Basis of Allotment	The basis on which the Equity Shares will be allotted, described in “ <i>Offer Procedure</i> ” on page 362 of this Draft 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 Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application

Terms	Description
	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 in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bidder	Any 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.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of IBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such IBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/ Offer Closing Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in All editions of the English national newspaper [●], All editions of the Hindi national newspaper [●], and [●] edition of the Hindi Regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/ Offer closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all edition of the English national newspaper [●], All edition of the Hindi national newspaper [●], and [●] edition of the Hindi Regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding/ Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer will be made.
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Offer, namely Unistone Capital Private Limited (“Unistone”)
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no



Terms	Description
	Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. <i>CIR/CFD/POLICYCELL/11/2015</i> dated <i>November 10, 2015</i> , issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
Cut-off Price	The Offer Price, as finalized by our Company, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Individual Bidders Bidding in the Individual Investor Portion, are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the 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(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock-Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange, i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact

Terms	Description
	details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by IIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such II using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [ <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ] or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (SME Platform of NSE i.e. NSE EMERGE).
DP	Depository Participant
DP ID	Depository Participant's Identity.
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated July 29, 2025, filed with SEBI and Stock Exchange and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Offer, including the price at which the Equity Shares are issued and the size of the Offer, and includes any addenda or corrigenda thereto.
Electronic Transfer of Fund	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI(s)	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Offer or invitation under the offer and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the offer and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity shares offered thereby and accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an offer under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●].
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, i.e., ₹ [●] subject to any revision(s) thereto, at or above which the Offer price and the Anchor Investor Offer price will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares.
Equity Shares	Equity Shares of our Company of face value ₹10 each.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Fresh Issue/ Issue	Fresh issue of up to 47,00,000 Equity Shares aggregating up to ₹ [●] lakhs to be offered by company pursuant to the Offer.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.

Terms	Description
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time.
Foreign 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.
General Information Document/ GID	The General Information Document for investing in public offers prepared and issued in accordance with the circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2020/37</i> dated <i>March 17, 2020</i> and the circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Manager.
Gross Proceeds	The total Offer Proceeds to be raised pursuant to the Offer.
GIR Number	General Index Registry Number
<b>Individual Investors/ Individual Bidders / (II)/ (IB)</b>	Individual Applicants, who have applied for the Equity Shares for a minimum application size of two lots wherein amount exceeds more than ₹ 2,00,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs).
Individual Investor Portion	Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Individual Bidders (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot subject to availability in the Individual Investor Portion, and the remaining Equity Shares to be Allotted on a proportionate basis.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge platform of National Stock Exchange of India Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, [●].
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Promoter Selling Shareholder, Promoter Group Selling Shareholder, BRLM and Market Maker.
Market Maker Reservation Portion	The reserved portion up to [●] Equity Shares of ₹ 10 each at an Offer price of ₹ [●] each aggregating to ₹ [●] lakhs to be subscribed by Market Maker in this offer.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter's contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or such other website as may be updated from time to time, which may be used by IIs to submit Applications using the UPI Mechanism.
Monitoring Agency	[●]

Terms	Description
Monitoring Agreement	Agreement dated [●] between our Company and Monitoring Agency.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) up to [●] equity Shares of ₹ 10 each at a price of ₹ [●] per Equity Share (the “Offer price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Offer Proceeds received from the fresh Issue excluding Offer related expenses. For further information on the use of Net Offer Proceeds and Offer expenses, please refer to the chapter titled “ <i>Objects of the Offer</i> ” beginning on page 100 of this Draft Red Herring Prospectus.
Non-Institutional Investors / Applicant	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs).
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible non-resident Indian, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs.
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
NSEIL/ NSE	National Stock Exchange of India Limited.
NSE EMERGE	The Emerge platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations.
Offer/ Public Offer/ Offer size/ Initial Public Offer / Initial Public Offering / IPO	We are proposing Offer up to 58,21,000 equity shares of face value of ₹ 10 each (“ <b>equity shares</b> ”) of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“ <b>offer price</b> ”) aggregating up to ₹ [●] lakhs comprising a fresh issue up to 47,00,000 equity shares aggregating up to ₹ [●] lakhs by our company (“ <b>fresh issue</b> ”) and an offer for sale up to 11,21,000 equity shares aggregating up to ₹ [●] lakhs by our selling shareholders.
Offer Agreement	The Agreement dated July 11, 2025 entered amongst our Company, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder and BRLM.
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. 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, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Offer Proceeds	Proceeds to be raised by our Company through this Offer, for further details please refer chapter titled “ <i>Objects of the Offer</i> ” page 100 of this Draft Red Herring Prospectus.
Offer for Sale	Sale by Selling Shareholders up to 11,21,000 Equity Shares of face value of ₹ 10/- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹. [●] per Equity Share) aggregating ₹ [●] Lakhs.
Offered Shares	Offer up to 11,21,000 Equity Shares aggregating to ₹ [●] lakhs being offered for sale by the Selling Shareholders in the Offer
Other Investor	Investors other than Individual Investors. These include individual applicants other than individual investors and other investors including corporate bodies or institutions.
OCB / Overseas	A company, partnership, society or other corporate body owned directly or indirectly

<b>Terms</b>	<b>Description</b>
Corporate Body	to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on October 03, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Offer.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Price Band	<p>Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum Price of ₹ [●] per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least 105% of the Floor Price.</p> <p>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 [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Hindi daily newspaper, Hindi being the regional language of Madhya Pradesh where our registered office is located), each with wide circulation, at least two 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 made available to the Stock Exchange for the purpose of uploading on their website.</p>
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalize the Offer price.
Promoter Selling Shareholder	Vipin Mullick is the Promoter Selling Shareholder
Promoter Group Selling Shareholder	Janak Mullick is the Promoter Group Selling Shareholder
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, 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 and Sponsor Bank agreement	Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder the Registrar to the Offer, the BRLM, Banker to the Offer, Escrow Collection Bank, Sponsor Bank, Refund Bank and Syndicate Member.
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date.
QIB Portion	The portion of the Offer being not more than [●] % of the Offer or [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids



Terms	Description
	being received at or above the Offer price.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of 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 three working days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account	The ‘no-lien’ and ‘non-interest bearing’ account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)/ Refund Banker(s)	The Bankers to the Offer with whom the Refund Accounts will be opened, in this case being [●].
Registered Brokers	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. <i>CIR/CFD/14/2012</i> dated <i>October 04, 2012</i> , issued by SEBI.
Registrar/ Registrar to the Offer/ RTA/ RTO)	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) having its office at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400083, Maharashtra, India.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Registrar Agreement	Agreement dated July 12, 2025, between our Company and the Registrar to the Offer.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. <i>CIR/CFD/14/2012</i> dated <i>October 04, 2012</i> , issued by SEBI.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System.
Securities Law	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Share Escrow Agreement	Agreement dated [●], between the Promoter Selling Shareholder, the Promoter Group Selling Shareholder, our Company, the BRLM and Share Escrow Agent.
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>

Terms	Description
	and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.
Selling Shareholders	Vipin Mullick and Janak Mullick are the Selling Shareholders.
SME Exchange/ SME Platform	The Emerge Platform of NSE i.e. NSE EMERGE for listing equity shares offered under Chapter IX of the SEBI ICDR Regulations.
Specified securities	The equity shares offered through this Draft Red Herring Prospectus.
Syndicate Agreement	Agreement to be entered into among our Company, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder, the BRLM, and the Syndicate Member.
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations.
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	[●]
Underwriting Agreement	The Agreement dated [●] entered between our Company, Promoter Selling Shareholder, Promoter Group Selling Shareholder, the BRLM and Underwriter.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Bidders	Collectively, individual investors applying as Individual Bidders in the Individual Investor Portion, NIBs Bidding with an application size of more than ₹ 2,00,000 and up to ₹ 5,00,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism  Pursuant to Circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/P/2022/45</i> dated <i>April 05, 2022</i> issued by SEBI, all individual investors applying in public offers where the application amount is up to ₹ 5,00,000 shall use UPI and 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 offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
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 Circulars	The SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2018/138</i> dated <i>November 01, 2018</i> read with SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/50</i> dated <i>April 03, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> ,

Terms	Description
	SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DCR2/CIR/P/2019/133</i> dated <i>November 08, 2019</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M</i> dated <i>March 16, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/2021/570</i> dated <i>June 02, 2021</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/45</i> dated <i>April 05, 2022</i> , SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/51</i> dated <i>April 20, 2022</i> and SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/2022/75</i> dated <i>May 30, 2022</i> and SEBI master circular with circular no. <i>SEBI/HO/MIRSD/POD-1/P/CIR/2023/70</i> dated <i>May 17, 2023</i> (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. <i>SEBI/HO/CFD/PoD-2/P/CIR/2023/00094</i> dated <i>June 21, 2023</i> , SEBI circular no. <i>SEBI/HO/CFD/TPD1/CIR/P/2023/140</i> dated <i>August 09, 2023</i> , along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. <i>23/2022</i> dated <i>July 22, 2022</i> and reference no. <i>25/2022</i> dated <i>August 03, 2022</i> ; and (ii) the circulars issued by BSE Limited having reference no. <i>20220722-30</i> dated <i>July 22, 2022</i> and reference no. <i>20220803-40</i> dated <i>August 03, 2022</i> ; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI Mandate Request	<p>A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.</p> <p>In accordance with SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> and SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i>, IBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a>) and (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a>) respectively, as updated from time to time.</p>
UPI Mechanism	The Application mechanism that may be used by an II to make an Application in the Offer in accordance the UPI Circulars to make an ASBA Applicant in the Offer.
UPPIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations.
Working Day	The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Offer Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

#### Technical and Industry Related Terms & Abbreviations

Terms	Full Form
AC	Alternating Current
ASEAN	Association of Southeast Asian Nations
BCD	Binary Coded Decimal
BUs	Billion Units

<b>Terms</b>	<b>Full Form</b>
CIS	Customer Information System
CNC	Computer Numerical Control
CRCA	Cold Rolled Close Annealed
CSI	Current Situation Index
DETC	De-energized Tap Changer
EHV	Essential Components In High-Voltage
ERP	Enterprise Resource Planning
EU	European Union
EV	Electric Vehicle
FEI	Future Expectations Index
FMEA	Failure Mode and Effects Analysis
GFCF	Gross Fixed Capital Formation
GST	Goods and Service Tax
GW	Giga Watt
HR	Human Resource
HSBC	Hong Kong and Shanghai Banking Corporation
HV	High Voltage
IFFCO	Indian Farmers Fertiliser Cooperative
ISO	International Organization for Standardization
MoM	Month on Month
MSME	Ministry of Micro, Small and Medium Enterprises
MW	Megawatt
NC	Numerical Control
NSO	National Statistical Office
OBICUS	Order Books, Inventory and Capacity Utilisation Survey
PLC	Programmable Logic Controller
PMI	Purchasing Manager's Index
PV	Passenger Vehicle
ROCE	Return on Capital Employed
SAP R3	System Application Processing of Real Time Data
UAE	United Arab Emirates
UK	United Kingdom
UNCTAD	United Nation Trade and Development
VMC	Vertical Machining Center
VPI	Vacuum Pressure Impregnation
WANA	West Asia and North Africa
YoY	Year on Year

### Conventional and General Terms or Abbreviations

<b>Abbreviation</b>	<b>Full Form</b>
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees
A/c	Account
Act or Companies Act	The Companies Act, 1956, as amended from time to time and/ or the Companies Act, 2013, with the amendments thereto to the extent applicable.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981
ACIT	Assistant Commissioner of Income Tax
AED	Emirati Dirham
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board

Abbreviation	Full Form
	of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. Com	Bachelor of Commerce
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as the Bombay Stock Exchange Limited)
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COVID-19	Coronavirus disease
CS	Company Secretary
CS & CO	Company Secretary and Compliance Officer
CFO	Chief Financial Officer
CST	Central Sales Tax
Category I FPI(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations
Category II FPI(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations
Category III FPI(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations
Companies Act/ Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
EU	European Union
EUR (€)	European Euro, the official currency of the European Euro
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non-Resident Account



Abbreviation	Full Form
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India.
Foreign Portfolio Investor or FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IMF	International Monetary Fund
INR	Indian National Rupee
IIP	Index of Industrial Production
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
INR / Rs./ Rupees/₹	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
JPY (¥)	Japan’s Yen, the official currency of the Japan
KMP	Key Managerial Personnel
Ltd.	Limited
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
NA	Not Applicable

<b>Abbreviation</b>	<b>Full Form</b>
Net-worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NGN	Nigerian Naira
NPV	Net Present Value
NRI	Non-Resident Indians
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Draft Red Herring Prospectus
NRI / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
P.A.	Per Annum
PF	Provident Fund
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Quarter	A period of 3 (three) continuous months.
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934.
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (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 constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure

<b>Abbreviation</b>	<b>Full Form</b>
Regulations, 2015	Requirements) Regulations, 2015.
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (SME Segment).
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TRS	Transaction Registration Slip
Tsh	Tanzanian shilling
UGX	Ugandan Shilling
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
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.
w.e.f.	With effect from
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

## CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA

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

All references to the “US”, “U.S.” “USA” or “**United States**” are to the United States of America and its territories and possessions.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

### Financial Data

Unless the context otherwise requires or indicates, the financial information (including financial ratios) and any percentage amounts (excluding certain operational metrics), as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 33, 147 and 306, respectively, and elsewhere in this Draft Red Herring Prospectus have been derived from our Restated Financial Statements.

The restated Financial Statements of our Company for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time (**the “Guidance Note”**), comprising the restated statement of assets and liabilities for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, the summary statement of significant accounting policies, and other explanatory information.

For further information on our Company’s financial information, see “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 237 and 306, respectively.

Our Company’s financial year commences on April 01 and ends on March 31 of next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that calendar year. Reference in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

Our Restated Financial Information has been prepared in accordance with Ind AS. There are significant differences between International Financial Reporting Standards (“**IFRS**”) and Generally Accepted Accounting Principles in the India (“**Indian GAAP**”). The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. Accordingly, any reliance by persons not familiar with Ind AS, the Companies Act 2013, the SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or Indian GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those under Indian GAAP or IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial information.

For further details in connection with risks involving differences between Ind AS, Indian GAAP and IFRS, please see “*Risk Factors- Significant differences exist between the requirements of Indian GAAP and IFRS*,”

*which may be material to investors' assessments of our financial condition. The effects of the planned adoption of "Indian Accounting standards converged with IFRS" ("IND-AS") are uncertain" on page 57.*

Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Certain additional financial information pertaining to our Group Company is derived from their respective audited financial statements.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals, including percentages, have been rounded off to two decimal points. In certain instances (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded off to such number of decimal points as provided in their respective sources.

### **Non-Generally Accepted Accounting Principles Financial Measures**

In evaluating our business, we consider and use non-GAAP financial measures and key performance indicators, including EBITDA, EBITDA Margin, Net Worth, Return on Net Worth, Net Asset Value, Net Debt – EBITDA, Total Debt – Equity, etc., which have been included in this Draft Red Herring Prospectus. The presentation of these non-GAAP financial measures and key performance indicators is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with Ind AS. We present these non-GAAP financial measures and key performance indicators because they are used by our management to evaluate our operating performance and formulate business plans.

These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. The non-GAAP financial measures and key performance indicators have limitations as analytical tools. Further, these non-GAAP financial measures and key performance indicators may differ from the similar information used by other companies, including peer companies, and therefore their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to profit before tax, net earned premiums, gross earned premiums or any other measure of performance or as an indicator of our operating performance, liquidity or profitability or results of operations. In addition, non-GAAP financial measures used are not a standardized term, hence a direct comparison of non-GAAP financial measures between companies may not be possible. Other companies may calculate non-GAAP financial measures differently from us, limiting its usefulness as a comparative measure. For further details, please see *"Risk Factors- Significant differences exist between the requirements of Indian GAAP and IFRS, which may be material to investors' assessments of our financial condition. The effects of the planned adoption of "Indian Accounting standards converged with IFRS" ("IND-AS") are uncertain" on page 57.*

### **Currency and Units of Presentation**

All references to:

- "Rupees" or "INR" or "Rs." Or "₹" are to the Indian Rupee, the official currency of India;
- "USD" or "US\$" or "\$" or "U.S. Dollar" are to the United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "Lakhs" units. One Lakh represents 1,00,000. In this Draft 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 Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### **Exchange rates**



This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	Exchange rate as on <sup>#</sup>		
	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	85.46	83.37	82.22
100 JPY	57.01	55.09	61.80
1 EUR	92.25	90.21	89.61

<sup>#</sup>Source: [www.fbil.org.in](http://www.fbil.org.in)

Note: Exchange rate is rounded off to two decimal point

\*In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered. The exchange rate is rounded off to two decimal places.

## Use of Industry & Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus, including in the sections titled “Risk Factors”, “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 33, 133, 166 and 306 respectively, has been obtained or derived from the report titled “Electrifying Progress: Powering India’s Future through Engineering Innovation” dated July 18, 2025 and issued by Infomerics Analytics & Research Private Limited, commissioned and paid for by our Company, exclusively in connection with the Offer is available on the website of our Company at [www.inspors.net](http://www.inspors.net). Infomerics Analytics & Research Private Limited (“Infomerics”) has, pursuant to their consent letter dated July 18, 2025 (the “Letter”) accorded their no objection and consent to use the Infomerics Report in connection with the Offer. Further, Infomerics has, pursuant to the Letter also confirmed that it is an independent agency and has no conflict of interest while issuing the Infomerics Report, and that it does not have any direct/ indirect interest in or relationship with our Company, our Promoters, Selling Shareholders, our Directors or Key Managerial Personnel or Senior Management or the BRLM. Infomerics was appointed by our Company pursuant to the engagement letter dated May 29, 2025. The Infomerics Analytics & Research Report is subject to the following disclaimer:

*“This report is prepared by Infomerics Analytics & Research Private Limited. Infomerics Analytics & Research has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in Infomerics Analytics & Research’s proprietary database, and other sources considered by Infomerics Analytics & Research as accurate and reliable including the information in public domain. The views and opinions expressed herein do not constitute the opinion of Infomerics Analytics & Research to buy or invest in this industry, sector or companies operating in this sector or industry and is also not a recommendation to enter into any transaction in this industry or sector in any manner whatsoever.*

*This report has to be seen in its entirety; the selective review of portions of the report may lead to inaccurate assessments. All forecasts in this report are based on assumptions considered to be reasonable by Infomerics Analytics & Research; however, the actual outcome may be materially affected by changes in the industry and economic circumstances, which could be different from the projections.*

*Nothing contained in this report is capable or intended to create any legally binding obligations on the sender or Infomerics Analytics & Research which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. Infomerics Analytics & Research is also not responsible for any errors in transmission and specifically states that it, or its directors, employees, parent company – Infomerics Valuation & Rating, or its directors, employees do not have any financial liabilities whatsoever to the subscribers/users of this report. The subscriber/user assumes the entire risk of any use made of this report or data herein. This report is for the information of the authorized recipient in India only and any*

*reproduction of the report or part of it would require explicit written prior approval of Infomerics Analytics & Research Private Limited .*

*Infomerics Analytics & Research shall reveal the report to the extent necessary and called for by appropriate regulatory agencies, viz., SEBI, RBI, Government authorities, etc., if it is required to do so. By accepting a copy of this Report, the recipient accepts the terms of this Disclaimer, which forms an integral part of this Report.”*

Except for the Infomerics Report we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the Infomerics Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. The excerpts of the Infomerics Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant and material for the proposed Offer), left out or changed in any manner. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “*Risk Factors-Risk factor 39 – This Draft Red Herring Prospectus contains information from an industry report prepared by Infomerics Analytics & Research, commissioned by us for the purpose of the Offer for an agreed fee*” on page 54. Accordingly, investment decisions should not be based solely on such information.

The sections titled “*Summary of Offer Document*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on pages 25, 133, 166 and 306, respectively, of this Draft Red Herring Prospectus contain data and statistics from the Infomerics Report which has been commissioned and paid for by our Company for an agreed fee and is available on the website of our Company at [www.inspors.net](http://www.inspors.net).

In accordance with the SEBI ICDR Regulations, the section titled “*Basis of Offer Price*” on page 121 includes information relating to our listed industry peers. Such information has been derived from publicly available sources believed to be reliable and verified by M/s Baheti & Co., Chartered Accountant, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based solely on such information.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “*forward-looking statements*”. These forward-looking statements include statements which can generally be identified by words or phrases such as “*aim*”, “*anticipate*”, “*are likely*”, “*believe*”, “*continue*”, “*expect*”, “*estimate*”, “*intend*”, “*will likely*”, “*likely to*”, “*may*”, “*seek to*”, “*shall*”, “*objective*”, “*plan*”, “*project*”, “*propose*”, “*will*”, “*will continue*”, “*will pursue*”, “*will achieve*”, “*can*”, “*could*”, “*goal*” or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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 industry 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 globally which have an impact on our business activities, investments, or the industry in which we operate, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence 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 the industry in which we operate and incidents 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:

1. Our business is dependent on and will continue to depend on our Manufacturing Facilities, and we are subject to certain risks in our manufacturing process due to the usage of machinery in our manufacturing operations. Any slowdown or shutdown in our manufacturing facilities or strikes or work stoppages could have an adverse effect on our business, cash flows, financial condition and results of operations.
2. A significant portion of our revenue is derived from a limited number of customers and repeat orders. The loss of, or a substantial reduction in, these repeat orders could have a negative impact on our business, operational performance, financial condition, and cash flows.
3. Our raw material cost constitutes a significant percentage of our total expenses. Any increase in the prices, availability and quality of raw materials could adversely affect our reputation, business, results from operations, financial conditions and cash flows. We rely on few qualified suppliers for our primary raw material, loss of these suppliers may have an adverse effect on our business, results of operations and financial conditions.
4. Our primary source of revenue largely depends on the sale of Railway mobility vehicles and Power Grid equipment’s segment. Consequently, any downturn in sales within this segments would significantly hamper our operations and profitability.
5. Our international operations expose us to a range of complex risks, including legal, tax, and economic uncertainties, as well as fluctuations in exchange rates. Failure to effectively manage these geographically diverse operations could negatively impact our business and operational performance.
6. Our business is exposed to foreign exchange rate-related fluctuations.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, please see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 33, 147, and 306, respectively. By their nature,

certain market risk disclosures are only estimates 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.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, 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 Selling Shareholders, the Book Running Lead Manager, the Syndicate Members nor any of their respective affiliates or advisors 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 accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Offer from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

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

## SECTION II – SUMMARY OF OFFER DOCUMENT

*This section is a general summary of the terms of the Offer, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Offer Procedure” on pages 33, 64, 82, 100, 133, 147, 230, 237, 317, 306 and 362, respectively of this Draft Red Herring Prospectus.*

### SUMMARY OF PRIMARY BUSINESS OF OUR COMPANY

We are an Electrical Engineering company engaged in manufacture of equipment, components and sub-assemblies used in traction control gear, busbars for electrical cabinets for electric locomotives and metro trainsets, solenoids for circuit breakers and switchgears, non-condenser bushings for HV Capacitors and disconnecting actuators for EVs. These parts are primarily used in railway mobility vehicles, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles.

Incorporated in 1983, our Company, was established with the goal of reducing India's dependence on imported electrical equipment. Over the years, our company has successfully catered to both domestic and international markets. We embarked on our journey to export our products in 2001 and have since expanded our global reach to over 22 countries, including Argentina, Australia, Brazil, Bulgaria, Canada, Croatia, Czech Republic, Egypt, France, Morocco, Germany, Italy, Kazakhstan, Kuwait, Malaysia, Mexico, Slovenia, Spain, Sri Lanka, Turkey, United Arab Emirates, United States of America. Our customers are industry leaders in their respective segment both India and globally.

For detailed information on our business activities, please refer to section titled “Our Business” on page 147 of this Draft Red Herring Prospectus.

### SUMMARY OF THE INDUSTRY IN WHICH OUR COMPANY IS OPERATING

In FY 2024-25, India was the fifth-largest economy globally, with an estimated real Gross Domestic Product (GDP) at constant prices of INR 184.88 lakh crore, against the Provisional Estimate of GDP for the year 2023-24 of INR 173.82 lakh crore registering a GDP growth rate of 6.4% as compared to 8.2% in FY 2023-24. Since FY 2005, India's GDP growth has consistently outpaced global economic growth, often growing at nearly twice the global average, and this trend is expected to continue over the medium term.

According to IMF, India's GDP is projected to cross USD 4 trillion in CY 2025 and is on track to become the fourth-largest economy by CY 2025 surpassing Japan.

*Source: MOSPI, first advance estimates of GDP 2024-25 released on January 7<sup>th</sup>, 2025*

For further details, please refer to section titled “Industry Overview” on page 133 of this Draft Red Herring Prospectus.

### OUR PROMOTERS

Our Promoters are Vipin Mullick and Anandita Mullick. For further details, please see “Our Promoters and Promoter Group” on page 230 of this Draft Red Herring Prospectus.

### OFFER SIZE

Initial public offer up to 58,21,000 equity shares of face value of ₹ 10 each (“equity shares”) of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“offer price”) aggregating up to ₹ [●] lakhs comprising a fresh issue up to 47,00,000 equity shares aggregating up

to ₹ [●] lakhs by our company (“**fresh issue**”) and an offer for sale up to 11,21,000 equity shares aggregating up to ₹ [●] lakhs by the selling shareholders.

Sr. No.	Name of Selling Shareholder	Type	Date of Selling Shareholder's Consent Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale <sup>(1)(2)</sup>	% of the pre-Offer paid-up Equity Share capital
1.	Janak Mullick	Promoter Group Selling Shareholder	June 13, 2025	14,93,298	Up to 7,46,000	8.91
2.	Vipin Mullick	Promoter Selling Shareholder	June 13, 2025	92,11,257	Up to 3,75,000	54.96

(1) The Offer has been authorized by a resolution of our Board dated June 16, 2025. Our Shareholders have authorized the Fresh Issue pursuant to a special resolution dated June 19, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders, Vipin Mullick and Janak Mullick pursuant to its consent dated June 13, 2025

(2) The Equity Shares offered by the Selling shareholders have been held for a period of at least one year immediately preceding the date of filing this Draft Red Herring Prospectus with stock exchange and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For further information, see “Capital Structure” beginning on page 82.

## OBJECTS OF THE OFFER

Our Company proposes to utilize the proceeds from the Fresh Issue towards funding the following objects and achieve the benefits of listing on EMERGE platform of National Stock Exchange of India Limited:

(₹ in lakhs)

Particulars	Total estimated cost	Total amount spent on the objects as of June 30, 2025	Total estimated amount from Net Proceeds	Estimated deployment of Net Proceeds in	
				FY 2026	FY 2027
Funding capital expenditure requirements towards purchase of machinery, equipment and civil work in our existing manufacturing facilities*	1,928.09	187.86	1,680.49	770.00	910.49
Funding working capital requirements of the Company	3,000.00	-	3,000.00	1,200.00	1,800.00
General corporate purposes	[●]	-	[●]	[●]	-
<b>Net proceeds</b>	<b>[●]</b>	<b>187.86</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\* To be finalized upon determination of the offer price and updated in the prospectus prior to filing with the RoC. Amount utilized for general corporate purposes shall not exceed 15% of the gross proceeds of the offer or ₹ 10 crore whichever is lower.

For detailed information on the “Objects of the Offer”, please refer on page 100 of this Draft Red Herring Prospectus.

## AGGREGATE PRE-OFFER SHAREHOLDING OF THE PROMOTERS AND THE MEMBERS OF OUR PROMOTER GROUP, SELLING SHAREHOLDERS AND ADDITIONAL TOP 10 SHAREHOLDERS AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

The aggregate pre-Offer shareholding of our Promoters and the members of our Promoter Group, as a percentage of the pre-offer paid-up Equity Share capital of our Company is set out below:

Sr. No.	Pre-Offer shareholding as at the date of advertisement			Post-Offer shareholding as at Allotment			
	Shareholders	Number of Equity Shares	Percent age (%) holding	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares	Percent age (%) holding	Number of Equity Shares	Percent age (%) holding
Promoters							
1.	Vipin Mullick*	92,11,257	54.96	[●]	[●]	[●]	[●]
2.	Anandita Mullick	34,01,125	20.29	[●]	[●]	[●]	[●]
	Total (A)	1,26,12,382	75.26	[●]	[●]	[●]	[●]
Promoter Group							
1.	Janak Mullick*	14,93,298	8.91	[●]	[●]	[●]	[●]
2.	Divij Mullick	8,31,660	4.96	[●]	[●]	[●]	[●]
3.	Manya Mullick	8,30,000	4.95	[●]	[●]	[●]	[●]
4.	Vipin Mullick HUF	8,30,000	4.95	[●]	[●]	[●]	[●]
5.	Vandana Chakravarty	9,000	0.06	[●]	[●]	[●]	[●]
6.	Ruchika Bhasin Ohri	5,000	0.03	[●]	[●]	[●]	[●]
7.	Latika Khanna	5,000	0.03	[●]	[●]	[●]	[●]
	Total (B)	40,03,958	23.89	[●]	[●]	[●]	[●]
Additional top 10 shareholders							
1.	Blackbeard Ventures Pvt Ltd	20,000	0.12	[●]	[●]	[●]	[●]
2.	Magellan Ventures Pvt Ltd	20,000	0.12	[●]	[●]	[●]	[●]
3.	Jayshree Bharat Doshi	10,000	0.06	[●]	[●]	[●]	[●]
4.	Ritu Srivastava	10,000	0.06	[●]	[●]	[●]	[●]
5.	Ashu Dutt	10,000	0.06	[●]	[●]	[●]	[●]
6.	Bharat Uttamchandani	10,000	0.06	[●]	[●]	[●]	[●]
7.	Ravjot Singh Anand	10,000	0.06	[●]	[●]	[●]	[●]
8.	Mamta Rajesh Doshi	7,500	0.04	[●]	[●]	[●]	[●]
9.	Ashish Bharat Doshi	7,500	0.04	[●]	[●]	[●]	[●]
10.	Sukriti Roy	6,500	0.04	[●]	[●]	[●]	[●]
	Total (C)	1,11,500	0.67	[●]	[●]	[●]	[●]
	Total (A+B+C)	1,67,27,840	99.82	[●]	[●]	[●]	[●]

\* Selling Shareholder

Notes:

1. The Promoter Group shareholders are Janak Mullick, Divij Mullick, Manya Mullick, Vipin Mullick HUF, Vandana Chakravarty, Ruchika Bhasin Ohri, Latika Khanna.
2. Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-Offer and price band advertisement until date of prospectus.
3. Based on the Offer price of ₹ [●] and subject to finalization of the basis of allotment

For detailed information on the “Capital Structure”, please refer on page 82 of this Draft Red Herring Prospectus.

## SUMMARY OF RESTATED FINANCIAL INFORMATION

(₹ in Lakhs, except per share data)

Particulars	For the Fiscal year		
	March 31, 2025	March 31, 2024	March 31, 2023
Share Capital	1,675.93	9.99	9.99
Net Worth	7,187.81	5,462.54	4,469.41
Revenue from operations	9,126.53	6,131.87	5,065.78
Profit before Tax from continuing operations	2,170.62	1,409.88	1,225.84
Profit after Tax	1,597.18	1,048.84	936.87
Basic & Diluted Earnings Per Share	9.58	6.32	5.64
Net Asset Value per Equity Shares	43.11	32.91	26.93
Total Borrowings (as per Restated)	277.76	398.94	94.51

<sup>1)</sup> The Basic and Diluted earnings per share and Net Asset value per share is calculated taking only profit after tax from continuing operations.

For detailed information on the “Restated Financial Statements”, please refer on page 237 of this Draft Red Herring Prospectus.

## AUDITORS’ QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

There were no auditor qualifications which required corrective adjustments, and which have not been given effect to in the Restated Financial Information.

## SUMMARY OF OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

A summary of outstanding tax proceedings involving our Company, Directors, Group Company, SMPs, KMPs, and Promoters as on the date of this Draft Red Herring Prospectus is provided below:

Name	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoters	Material civil litigations	Aggregate amount involved (₹ in Lakhs)^
<b>Company</b>						
By the Company	-	-	-	-	-	-
Against the Company	-	2	-	-	1^^	10.43^
<b>Directors</b>						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
<b>Promoters</b>						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
<b>Senior Management Personnel and Key Managerial Personnel</b>						
By the SMPs and KMPs	-	-	-	-	-	-
Against the SMPs and KMPs	-	-	-	-	1^^	-
<b>Litigation involving our Group Company which may have material impact on our Company</b>						
Outstanding Litigation which may have material	-	-	-	-	-	-



Name	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoters	Material civil litigations	Aggregate amount involved (₹ in Lakhs)^
impact on our Company						

^Note for Outstanding demand under IT -

With respect to Income Tax Return filed for A.Y. 2018–19, an initial demand of ₹3,15,880 was raised under Section 143(1) on 10.06.2019, which was later rectified to NIL through orders under Section 154 dated 15.10.2019. Subsequently, scrutiny assessment under Section 143(3) was completed on 18.01.2021, and the returned income was accepted. However, a demand of ₹27,080 was raised due to non-allowance of TDS credit of ₹27,079, which was earlier acknowledged in both the intimation under Section 143(1) and the rectification orders. The TDS in question is also reflected in the assessee's Form 26AS. Thus There exist no outstanding demand against the Company and a grievance has also been raised with the Income Tax Department for the same through a letter dated 03.02.2025.

Note for Outstanding demand under Traces –

During the Financial Year 2008–09, the company deposited a cheque of Rs. 67,920 on 29.04.2009 towards payment of TDS to the Income Tax Department. However, due to a typographical error by the Bank in the TAN mentioned on the challan, the bank erroneously credited the amount to the account of the Indian Institute of Forest Management instead of the company and the same has also been acknowledged by the Bank through a letter dated 28.02.2012. Thus there is not outstanding payment demand of TDS for the Financial Year 2008-09.

^^ One of the SMP of our Company has been made party in the case filed by one of the former Workman against the Company before the Labour Court, Bhopal, bearing Case No. 52/24/I.D.Ref.

For detailed information on the Outstanding Litigations, please refer to section titled “Outstanding Litigations and Material Developments” on page 317 of this Draft Red Herring Prospectus.

## RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this 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 offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 33 of this Draft Red Herring Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

Except as stated below, there are no other Contingent Liabilities of the Company for the financial year March 31, 2025, 2024, and 2023.

(₹ in Lakhs)			
Particulars	As on March 31, 2025	As on March 31, 2024	As on March 31, 2023
Demand notices issued by GST Department	43.00	19.73	19.73
Demand Order issued by Income Tax Department	0.32	0.32	0.32
<b>Total</b>	<b>43.32</b>	<b>20.05</b>	<b>20.05</b>

## RELATED PARTY TRANSACTIONS

The following transactions were carried out with the related parties in the ordinary course of business (except reimbursement of actual expenses):

For the Financial Year 2024-25:

(₹ in lakhs)

Sr. No.	Name/ Nature of Transaction	Remuneration	Interest Paid	Loans Accepted	Loans Repaid	Procurement of Labour Services	Advance Given	Outstanding Balance At Year End
1	Vipin Mullick	157.35	4.32	-	40.00	-	-	-
2	Anandita Mullick	76.63	0.94	-	9.00	-	-	-
3	Janak Dulari Mullick	-	9.24	-	77.00	-	-	-
4	Manya Mullick	-	2.29	6.00	16.00	-	-	-
5	Vipin Mullick HUF	-	0.22	-	1.80	-	-	-
6	Divij Mullick	-	2.26	3.50	17.00	-	-	-
7	Mujahid Ali	6.30	-	-	-	-	-	-
8	Pallithazhath Ravindranath Preeti	11.52	-	-	-	-	-	-
9	Sanjiv Indra Shah	-	-	-	-	-	-	-
10	Kishore Purswani	0.20	-	-	-	-	-	-
11	Chandrakant Kashinath Shrikhande	0.20	-	-	-	-	-	-
12	Engsol Technologies Private Limited	-	-	-	31.25	-	93.75	-
13	Engsol Technologies Private Limited	-	-	-	-	253.38	-	21.33

For Financial Year 2023-24:

(₹ in lakhs)

Sr.No.	Name/ Nature of Transaction	Remuneration	Interest Paid	Loans Accepted	Loans Repaid	Procurement of Labour Services	Advance Given	Outstanding Balance At Year End
1	Vipin Mullick	141.00	3.99	95.00	55.00	-	-	40.00
2	Anandita Mullick	63.00	0.72	39.00	37.00	-	-	9.00
3	Janak Dulari Mullick	-	8.09	26.50	-	-	-	77.00
4	Manya Mullick	-	1.84	3.00	-	-	-	16.00
5	Vipin Mullick HUF	-	0.22	-	-	-	-	1.80
6	Divij Mullick	-	1.70	13.00	-	-	-	17.00
7	Engsol Technologies Private Limited	-	-	-	-	-	125.00	-
8	Engsol Technologies Private Limited	-	-	-	-	86.58	-	17.95

For Financial Year 2022-23:

(₹ in lakhs)

Sr. No.	Name/Nature of Transaction	Remuneration	Interest Paid	Loans Accepted	Loans Repaid	Procurement of Labour Services	Advance Given	Outstanding Balance At Year End
1	Vipin Mullick	141.00	-	-	-	-	-	-
2	Anandita Mullick	63.00	0.47	7.00	-	-	-	7.00
3	Janak Dulari Mullick	-	2.92	30.00	-	-	-	50.50
4	Manya Mullick	-	1.39	3.00	-	-	-	13.00

Sr. No.	Name/Nature of Transaction	Remuneration	Interest Paid	Loans Accepted	Loans Repaid	Procurement of Labour Services	Advance Given	Outstanding Balance At Year End
5	Vipin Mullick HUF	-	0.22	-	-	-	-	1.80
6	Divij Mullick	-	0.26	4.00	-	-	-	4.00
7	Engsol Technologies Private Limited	-	-	-	-	-	100.00	-

For detailed information on the related party transactions executed by our Company, please refer “Note 5” under chapter titled “*Restated Financial Statements*” beginning on page 237 of this Draft Red Herring Prospectus.

## FINANCING ARRANGEMENTS

The Promoters, members of the Promoter Group, Selling Shareholders the directors of the issuer and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

## WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTERS AND SELLING SHAREHOLDER IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

The weighted average price at which our Promoters acquired Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus is provided below:

Sr. No.	Name of Promoters	No. of Equity Shares acquired in the last one year from the date of this DRHP	Weighted Average Price (in ₹ per equity share)*
<b>Promoter</b>			
1.	Vipin Mullick <sup>#</sup>	-	-
2.	Anandita Mullick	-	-
<b>Selling Shareholder</b>			
1.	Janak Mullick	-	-

<sup>#</sup> Selling Shareholder

\* As certified by M/s Baheti & Co., Chartered Accountants, by way of their certificate dated June 16, 2025.

## AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition per Equity Share by our Promoters and Selling Shareholders is set forth in the table below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average cost of acquisition* (in ₹ per equity share)
<b>Promoter</b>			
1.	Vipin Mullick <sup>#</sup>	92,11,257	0.01
2.	Anandita Mullick	34,01,125	0.009
<b>Selling Shareholder</b>			
1.	Janak Mullick	14,93,298	0.024

<sup>#</sup> Selling Shareholder

\* As certified by Baheti & Co., Chartered Accountants, by way of their certificate dated June 16, 2025.

## PRE- IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus until the listing of the Equity Shares.

#### **ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH**

Our Company has not issued any equity shares for consideration other than cash during the last one year for further details please refer Chapter titled “*Capital Structure*” on page 82 of this Draft Red Herring Prospectus.

#### **SPLIT / CONSOLIDATION**

Except as disclosed below, our Company has not undertaken split or consolidation of its equity shares in the one year preceding the date of this Draft Red Herring Prospectus:

Pursuant to a resolution of the Board dated March 09, 2024 and a resolution of our shareholders dated April 01, 2024, 9,999 equity shares of our Company of face value of ₹ 100 each were sub-divided into 99,990 Equity Shares of face value of ₹ 10 each. For further details, see “*Capital Structure – Notes to the Capital Structure – Equity share capital*” on page 83.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAW, IF ANY, GRANTED BY SEBI**

Our Company has not received any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

### SECTION III – RISK FACTORS

*An investment in our Equity Shares involves a high degree of risk. Prospective investors should carefully consider all information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. If any or some combination of the following risks actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their investment. Investors should pay particular attention to the fact that we are subject to extensive regulatory environment in India and overseas that may differ significantly from one jurisdiction to other.*

*We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. To obtain a complete understanding of our business, prospective investors should read this section in conjunction with the sections “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 147, 133, 306 and 237 respectively. In making an investment decision, prospective investors must rely on their own examination of 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 to them of an investment in our Equity Shares.*

*This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the offer, including the merits and the risks involved. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

#### INTERNAL RISK FACTORS

- 1. Our business is dependent on and will continue to depend on our Manufacturing Facilities, and we are subject to certain risks in our manufacturing process due to the usage of machinery in our manufacturing operations. Any slowdown or shutdown in our manufacturing facilities or strikes or work stoppages could have an adverse effect on our business, cash flows, financial condition and results of operations***

We have two strategically located Manufacturing Facilities at Bhopal, Madhya Pradesh. Any disruptions, breakdown or shutdown of our Manufacturing Facilities, due to, inter alia, (i) breakdown or failure of equipment, (ii) disruption in power supply or processes, (iii) performance below expected levels of efficiency, (iv) obsolescence, (v) labour disputes, (vi) infectious diseases (such as the COVID-19 pandemic), and (vii) political instability in Madhya Pradesh region, could result in the damage or destruction of our manufacturing abilities, significant delays in the transport of our products and raw materials and/or otherwise adversely affect our business, results of operations, financial conditions, cash flows and future prospects. Our Unit I and II have a combined installed capacity of 8,32,347 pieces, 5,09,007 pieces and 4,33,390 pieces for Fiscal 2025, Fiscal 2024, and Fiscal 2023, respectively. The capacity utilization for these periods was 87.90%, 87.84%, and 88.01%, respectively.

Our business is dependent upon our ability to manage our Manufacturing Facilities, which are subject to various operating risks. Any significant malfunction or breakdown of our machinery, our equipment, our IT systems or any other part of our manufacturing processes or systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to maintain, repair our machinery, equipment, or any other part of our manufacturing processes or systems in a timely manner or at all, our operations may need to be suspended until we procure the appropriate machinery, equipment or systems to

replace them. To mitigate the risks, we have a maintenance team in place which carries out regular inspections and we also have AMCs in place for our critical machines. Additionally, we maintain redundant equipment to ensure operational continuity in the event of unexpected failures. While there have been no such instances in the past, there can be no assurance that there will not be such instances in the future.

Our business operations involve the usage of machinery such as CNC (Computer Numerical Control) machine & VMC (Vertical Machining Center) machine turning centers, heavy duty hydraulic presses and mechanical power presses for metal forming, CNC Waterjet cutting machines. Any disruption in the operation in our existing production facilities due to any of the foregoing risks could adversely affect our business, financial condition, results of operation and prospects. In addition, many of these operating and other risks may result in suspension of our operations and the imposition of civil or criminal penalties. Our inability to effectively respond to any slowdown or shutdown and to rectify any disruption, in a timely manner and at an acceptable cost, could also lead to an inability to comply with our customers' requirements and would result in us breaching our contractual obligations which would have a material adverse effect on our financial condition and results of operations.

**2. A significant portion of our revenue is derived from a limited number of customers and repeat orders. The loss of, or a substantial reduction in, these repeat orders could have a negative impact on our business, operational performance, financial condition, and cash flows.**

We derive a significant portion of our revenue from operations from few customers and repeat orders from those customers. Our revenues from repeat orders from customers for the Fiscal 2025, 2024, and Fiscal 2023 is as set out below:

(₹ in lakhs)

Particulars	For Fiscal Year		
	March 31, 2025	March 31, 2024	March 31, 2023
Revenues from repeat customers *	4,913.21	3,995.43	4,112.55
Revenues from repeat customers as % of our revenues from operations	53.83%	65.16%	81.18%

\* Revenues from repeat customers is revenues from customers where our Company would have recognized revenues from such customer in more than one fiscal during the last three fiscals preceding the fiscal for which the data is being disclosed.

We have historically been dependent, and expect to depend, on such customers and on repeat orders, for a substantial portion of our revenue and the loss of any them for any reason could have a material adverse effect on our business, results of operations, financial condition and cash flows.

The table set forth below provides the revenue contribution and revenue contribution as a percentage of our revenue from operations from our top 10 customers for the Year ended March 31, 2025, March 31, 2024, and March 31, 2023:

For March 31, 2025:

(₹ in lakhs, unless stated otherwise)

Particulars	Revenue	% of total sales (%)
Customer 1	1,690.04	18.52
Customer 2	1,279.79	14.02
Customer 3	1,262.30	13.83
Customer 4	935.29	10.25
Customer 5	647.82	7.10
Customer 6	356.14	3.90
Customer 7	295.17	3.23
Customer 8	192.61	2.11
Customer 9	177.88	1.95
Customer 10	151.11	1.66
<b>Total</b>	<b>6,988.15</b>	<b>76.57</b>

For March 31, 2024:

(₹ in lakhs, unless stated otherwise)

Particulars	Revenue	% of total sales (%)
Customer 1	1,622.27	26.46
Customer 2	852.67	13.91
Customer 3	524.40	8.55
Customer 4	518.06	8.45
Customer 5	212.96	3.47
Customer 6	199.48	3.25
Customer 7	192.84	3.14
Customer 8	143.00	2.33
Customer 9	127.82	2.08
Customer 10	119.34	1.95
<b>Total</b>	<b>4,512.84</b>	<b>73.60</b>

For March 31, 2023:

(₹ in lakhs, unless stated otherwise)

Particulars	Revenue	% of total sales (%)
Customer 1	1,434.36	28.31
Customer 2	952.46	18.80
Customer 3	542.80	10.72
Customer 4	243.46	4.81
Customer 5	183.61	3.62
Customer 6	174.01	3.44
Customer 7	129.48	2.56
Customer 8	121.67	2.40
Customer 9	102.47	2.02
Customer 10	84.51	1.67
<b>Total</b>	<b>3,968.84</b>	<b>78.35</b>

While we have been able to establish long-term contracts with several customers, some of which extending beyond 4-5 years and we believe these contracts provide a stable revenue stream, the actual order volumes can fluctuate based on market factors, such as our customers' success in securing orders for their products in domestic or international markets. Any changes in customer business practices or terms, including payment terms, could significantly impact our business, financial operations, operational results, and cash flow.

We expect that we will continue to be reliant on certain customers for the foreseeable future. Accordingly, any failure to retain these customers and/or negotiate and execute arrangements with such customers on terms that are commercially viable, could adversely affect our business, financial condition and results of operations. In addition, any defaults or delays in payments by a major customer or insolvency or financial distress of any major customer may have an adverse effect on business, financial condition and results of operations. Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance.

**3. Our raw material cost constitutes a significant percentage of our total expenses. Any increase in the prices, availability and quality of raw materials could adversely affect our reputation, business, results from operations, financial conditions and cash flows. We rely on few qualified suppliers for our primary raw material, loss of these suppliers may have an adverse effect on our business, results of operations and financial conditions.**

We source raw materials from both domestic and international suppliers, considering factors such as market availability, pricing, and quality. We use many raw materials in our manufacturing facilities such as mild steel, stainless steel, copper, brass and other non-ferrous metals, enamelled copper wires, copper bars, extruded or drawn sections, strips and sheets, insulating materials like epoxy resins, hardeners and allied chemicals, insulating FRP laminated sheets, insulating varnishes, paints, mechanical parts like bearings, hardware, machined and/or stamped parts, rubber and plastic moulded parts, various types of electrical

switches, meters, push buttons, toggle switches, connectors, terminals, lugs etc, PVC and other types of wires, electronic parts like PCBs, transistors, varistors, diodes, ICs etc, various types of ferrous and non-ferrous castings, woven glass cloth and tapes, insulation tapes, porcelain insulators, silver contact tips and silver brazing alloys, etc. The prices of raw materials are subject to fluctuations due to several factors, including the availability and cost of inputs, changes in domestic and international demand and supply, global production capacities, fluctuations in raw material import volumes, transportation costs, protective trade measures, and various social and political influences in the economies where the producers operate. Additionally, the prices are sensitive to trends in specific industries, such as electrical industry. Economic downturns or slowdowns in this sector can lead to a decrease in raw material prices, potentially impacting our production volumes. This, in turn, could have a material adverse impact on our business, operational performance, financial condition, and future prospects.

The table below sets out our cost of raw materials consumed in Fiscal 2025, 2024, and Fiscal 2023 and such expenses as a percentage of our total expenses for the same periods:

Particulars	For the Year ended					
	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount (₹ in lakhs)	Percentage of total expenses (%)	Amount (₹ in lakhs)	Percentage of total expenses (%)	Amount (₹ in lakhs)	Percentage of total expenses (%)
Cost of raw materials consumed including (increase)/ decrease in inventories of finished goods, stock in trade and work in progress	4,228.74	58.39	2,596.14	52.88	2,162.82	53.25

We are exposed to price fluctuations in the raw materials we purchase, which constitute the highest component of our expenses. Additionally, if the holding period for raw materials exceeds the average, we may need additional working capital to cover the cost of maintaining these materials, which could further increase our overall raw material expenses. Any significant rise in raw material prices that we are unable to pass on to customers could materially adversely affect our business and financial position.

We do not have long-term contracts with our raw material suppliers, and all our procurements are made through purchase orders. In the absence of formal, exclusive long-term agreements, we cannot guarantee the longevity of these business relationships, and we risk losing a significant portion of our revenues to competitors. Any shift in the preferences of our suppliers could lead to the discontinuation of our engagements with them, which may materially and adversely affect our business. While we place emphasis on maintaining quality, ensuring timely delivery of raw materials, and fostering personal relationships with suppliers through senior management, any changes in purchasing patterns or supplier preferences could negatively impact our business and profitability.

The table set forth below provides top 10 suppliers for the Year ended March 31, 2025, March 31, 2024, and March 31, 2023:

For March 31, 2025:

(₹ in lakhs, unless stated otherwise)		
Particulars	Revenue	% of total purchases of raw material
Supplier 1	1,142.97	26.40%
Supplier 2	431.35	9.96%
Supplier 3	354.97	8.20%
Supplier 4	289.97	6.70%
Supplier 5	161.81	3.74%
Supplier 6	146.38	3.38%
Supplier 7	131.79	3.04%



Particulars	Revenue	% of total purchases of raw material
Supplier 8	115.09	2.66%
Supplier 9	110.46	2.55%
Supplier 10	104.27	2.41%
<b>Total</b>	<b>2,989.04</b>	<b>69.03%</b>

For March 31, 2024:

(₹ in lakhs, unless stated otherwise)

Particulars	Revenue	% of total purchases of raw material
Supplier 1	862.08	28.78%
Supplier 2	231.56	7.73%
Supplier 3	188.68	6.30%
Supplier 4	154.57	5.16%
Supplier 5	112.52	3.76%
Supplier 6	93.07	3.11%
Supplier 7	85.87	2.87%
Supplier 8	65.46	2.19%
Supplier 9	48.48	1.62%
Supplier 10	46.71	1.56%
<b>Total</b>	<b>1,889.00</b>	<b>63.07%</b>

For March 31, 2023:

(₹ in lakhs, unless stated otherwise)

Particulars	Revenue	% of total purchases of raw material
Supplier 1	663.65	29.14%
Supplier 2	296.08	13.00%
Supplier 3	145.59	6.39%
Supplier 4	87.01	3.82%
Supplier 5	59.70	2.62%
Supplier 6	46.04	2.02%
Supplier 7	45.68	2.01%
Supplier 8	38.48	1.69%
Supplier 9	38.37	1.68%
Supplier 10	36.95	1.62%
<b>Total</b>	<b>1,457.55</b>	<b>63.99%</b>

**4. Our primary source of revenue largely depends on the sale of Railway Mobility vehicles and Power Grid equipment's segment. Consequently, any downturn in sales within these segments would significantly hamper our operations and profitability**

We are an Electrical Engineering company engaged in the business segments of Railway Mobility vehicles and Power Grid equipment, and Electric Vehicles components. However, a significant portion of our revenue comes from the Railway Mobility Vehicles and Power Grid equipment segment. Combined, these products account for 79.86%, 85.76%, and 97.67% of our operational revenue in the fiscal years 2025, 2024, and 2023, respectively.

(₹ in lakhs, unless stated otherwise)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of revenue from operations	Revenue	% of revenue from operations	Revenue	% of revenue from operations
<b>Products used in</b>						
Railway Mobility Vehicles	4,456.04	48.83	3,351.82	54.66	2,807.74	55.43
Power Grid Equipment's	2,831.99	31.03	1,906.91	31.10	2,140.23	42.25

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of revenue from operations	Revenue	% of revenue from operations	Revenue	% of revenue from operations
Electric Vehicles components	1,592.22	17.45	825.04	13.45	26.31	0.52
Other Miscellaneous	246.29	2.70	48.10	0.78	91.50	1.81
<b>Total</b>	<b>9,126.53</b>	<b>100.00</b>	<b>6,131.87</b>	<b>100.00</b>	<b>5,065.78</b>	<b>100.00</b>

Depending heavily on these segments for a substantial portion of our revenue brings forth various risks such as potential declines in future demand, intensified competition from both domestic and international manufacturers, the invention of superior and cost-effective technologies, fluctuations in raw material prices and availability, shifts in regulations and import duties, and the cyclical patterns inherent in our customers' businesses. Any incidence of such events has the potential to substantially diminish our revenues, consequently having a material adverse impact on our operational outcomes and financial standing.

**5. Our international operations expose us to a range of complex risks, including legal, tax, and economic uncertainties, as well as fluctuations in exchange rates. Failure to effectively manage these geographically diverse operations could negatively impact our business and operational performance.**

We are an Electrical Engineering company engaged in manufacture of equipment, components and sub-assemblies and export to more than twenty countries, with a continued focus on expanding our international business. However, any failure to effectively manage our geographically diverse operations could adversely impact our business and operational performance. Below is the country-wise breakdown of the revenue earned by our company during the specified periods:

(₹ in lakhs, unless stated otherwise)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of total sales (%)	Revenue	% of total sales (%)	Revenue	% of total sales (%)
Domestic	3,140.23	34.41	2,920.86	47.63	2,815.22	55.57
Export	5,986.30	65.59	3,211.00	52.37	2,250.56	44.43
<b>Total Sales</b>	<b>9,126.53</b>	<b>100.00</b>	<b>6,131.87</b>	<b>100.00</b>	<b>5,065.78</b>	<b>100.00</b>

(₹ in lakhs, unless stated otherwise)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of total export sales (%)	Revenue	% of total export sales (%)	Revenue	% of total export sales (%)
United States of America	4,000.81	66.83	2,094.46	65.23	1,727.64	76.76
Kazakhstan	1,127.90	18.84	273.38	8.51	21.63	0.96
Mexico	62.57	1.05	76.25	2.37	174.01	7.73
Bulgaria	47.92	0.80	212.96	6.63	-	-
Slovenia	81.24	1.36	63.69	1.98	36.86	1.64
Italy	37.23	0.62	83.11	2.59	33.78	1.50
Canada	79.69	1.33	73.96	2.30	24.28	1.08
Argentina	51.17	0.85	58.33	1.82	46.21	2.05
Czech Republic	78.42	1.31	75.63	2.36	41.60	1.85
Spain	48.72	0.81	13.20	0.41	51.16	2.27
Brazil	91.48	1.53	90.67	2.82	18.85	0.84
Croatia	43.84	0.73	28.56	0.89	29.67	1.32

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of total export sales (%)	Revenue	% of total export sales (%)	Revenue	% of total export sales (%)
Turkey	31.47	0.53	22.35	0.70	29.60	1.32
Kuwait	27.88	0.47	14.01	0.44	6.56	0.29
Sri Lanka	-	-	13.32	0.41	-	-
Egypt	17.82	0.30	11.76	0.37	3.94	0.18
France	5.56	0.09	1.08	0.03	0.00	0.00
Australia	-	-	3.80	0.12	3.59	0.16
Germany	146.06	2.44	0.33	0.01	0.88	0.04
Vietnam	1.41	0.02	-	-	-	-
United Kingdom	1.04	0.02	-	-	-	-
United Arab Emirates	0.48	0.01	-	-	0.32	0.01
Malaysia	-	-	0.16	-	-	-
Nepal	0.09	0.00	-	-	-	-
Morocco	3.50	0.06	-	-	-	-
<b>Total Export Sales</b>	<b>5,986.30</b>	<b>100.00</b>	<b>3,211.00</b>	<b>100.00</b>	<b>2,250.56</b>	<b>100.00</b>

The following table demonstrates our foreign exchange gain/(loss) during the preceding three financial years:

Currency	Profit or loss		
	For Fiscal Year 2025	For Fiscal Year 2024	For Fiscal Year 2023
Foreign Gain/(Loss) (₹ in lakhs)	60.10	26.37	79.67

Owing to our export concentration, our operations are subject to the following risks, that could adversely affect our business and results of operations:

- political instability, resulting from a change in government or economic and fiscal policies;
- instability and adverse changes in geopolitical situations;
- change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or war;
- unsettled political conditions and possible terrorist attacks against countries where we sell our products
- breakout of epidemics and natural calamities such as earthquakes, tsunamis, floods and drought, etc.

In the event that we are unable to anticipate and effectively manage these and other risks, it could have a material and adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

In order to mitigate the risks relating to our international operations, we intend to undertake strategic initiatives to enter into additional geographies. However, we may face competition in other countries from companies that may have more experience with operations in such countries or with international operations generally. Moreover, the growth in size or scope of our business, expansion of our footprint in existing regions in which we operate and entry into new geographies also may expose us to regulatory regimes with which we have no prior direct experience. In addition, the costs associated with entering and establishing ourselves in new markets, and expanding such operations, may be higher than expected, and we may face significant competition in those regions. Any of these developments, alone or in combination, could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

**6. *Our business is exposed to foreign exchange rate-related fluctuations.***

Our operations are spread across more than twenty countries across the world, as of the preceding three Financial Years, and accordingly, we derive a significant portion of our revenues from outside India, which is denominated and transacted in foreign currencies and subjects us to foreign exchange risk. Any significant appreciation in the value of the Indian Rupee against such currencies in the future, may adversely affect our results of operations and operating margins.

We generate a significant portion of our revenue in currencies other than Indian Rupee. In the Fiscals 2025, 2024, and 2023, revenue from operations from rest of the world segment was ₹ 5,986.30 lakhs, ₹ 3,211.00 lakhs, and ₹ 2,250.56 lakhs, respectively, accounting for 65.59%, 52.37%, and 44.43%, respectively, of our total revenue in the same years.

Further, we will face foreign currency transaction risk to the extent that the amounts and relative proportions of various currencies in which our costs and liabilities are denominated deviate from the amounts and relative proportions of the various currencies in which our sales and assets are denominated. The impact of future exchange rate fluctuations among different currencies on our results of operations and financial condition cannot be accurately predicted, and our attempts to mitigate the adverse effects of exchange rate fluctuations may not be successful. Our Company has experienced a profit of ₹ 60.10 lakhs, ₹ 26.37 lakhs, and ₹ 79.67 lakhs, during the Fiscals 2025, 2024, and 2023, respectively on foreign exchange variation (net). Such exchange rate fluctuations may in the future have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

In addition, the policies of the Reserve Bank of India may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our business, financial condition, cash flows and results of operations. In projects where our revenue is booked in foreign currencies, any significant increase in the value of the Indian Rupee against such currencies in the future may adversely affect our results of operations and profitability. Certain markets in which we sell our services may be subject to foreign exchange repatriation and exchange control risks due to local country regulatory requirements.

**7. *If we fail to manage our growth effectively, we may be unable to execute our business plan our business, results of operations, cash flows and financial condition could be adversely affected.***

We have experienced significant growth in our revenue from operations and profitability in the last three Fiscals and anticipate that we will continue to potentially grow, expand into new geographies and take advantage of market opportunities. Our revenue from operations has grown from ₹ 5,065.78 lakhs in Fiscal 2023 to ₹ 9,126.53 lakhs in Fiscal 2025, registering a CAGR of 34.22% in last three years. Our PAT has grown from ₹ 936.87 lakhs in Fiscal 2023 to ₹ 1,597.18 lakhs in Fiscal 2025, registering a CAGR of 30.57% in last three years.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes improving operational efficiencies, deepening our penetration in existing markets and expanding our presence in select new territories. For further information, see “*Our Business – Business Strategies*” on page 186 of this Draft Red Herring Prospectus.

Many factors may contribute to a decline in our revenue growth rates, including increased competition, slowing demand for our product from existing and new customers, reduced market acceptance of the products, inability to attract new customers, general economic conditions, government actions and policies, a failure by us to continue capitalizing on growth opportunities, changes in the regulatory framework, non-availability of raw materials at competitive pricing and the maturation of our business, among others. We cannot assure you that our current and planned systems, policies, procedures and controls, personnel and third-party relationships will be adequate to support our future operations. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our business, financial condition, results of operations and prospects.

**8. *We are measured against high quality standards and stringent performance requirements by our customers. Any failure to meet these standards or requirements could result in the cancellation of current and future orders, product recalls, or liquidated damages. Such events could significantly harm our reputation, business operations, financial condition, and cash flows.***

We are an Electrical Engineering company engaged in manufacture of equipment, components and sub-assemblies used in traction control gear, busbars for electrical cabinets for electric locomotives and metro trainsets, solenoids for circuit breakers and switchgears, non-condenser bushings for HV Capacitors and disconnecting actuators for EVs. These parts are primarily used in railway mobility vehicles, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles. Given the nature of application of our products and engineering processes, our products and engineering processes are measured against, high quality standards and stringent specifications of our customers. Our customers provide a varying range of specifications which include, inter alia, specifications in connection with the design and production, testing and inspection, safety, quality of raw material, packaging, shipment and delivery, adherence and compliance with environmental, health and safety laws and usage of skilled manpower. The failure by us to achieve or maintain compliance with these requirements or quality standards may disrupt our ability to supply products to our customers until compliance with such requirements or standards is achieved. These quality specifications requirements include, among others, setting up robust process controls, conforming to product specifications and adhering to quality specifications as required by our customers.

**9. *We have not yet placed orders in relation to some of the capital expenditure to be incurred for the purchase of equipment / machinery and infrastructure enhancement. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machinery or other materials in a timely manner, or at all, may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.***

We intend to utilize portions of the Net Proceeds for funding capital expenditure requirements towards purchase of machinery, equipment and infrastructure enhancement in our existing manufacturing facilities. While we have procured quotations from vendors in relation to the capital expenditure to be incurred, we have not placed any firm orders for some of them. For details in respect of the foregoing, please see “*Objects of the Offer*” on page 100 of this Draft Red Herring Prospectus. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. 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.

Further, the actual amount and timing of our future capital requirements may differ from our estimates because of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure the requisite materials from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternate vendors to provide us with the materials which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

**10. *Our business operations are being conducted on premises owned by and leased from MPAKVNBL. Our inability to continue operating from such premises, or to seek renewal or extension of such leases may adversely affect our business and results of operations.***

Our current business operations are primarily conducted on premises that are owned by and leased from Madhya Pradesh Audyogik Kendra Vikas Nigam (B) Limited (MPAKVNBL), and we may continue to enter into similar transactions in the future. As our current leases may expire in the ordinary course of business, we cannot assure you that we will be able to continue operating from our existing premises or renew our leases on favorable terms, or at all. Additionally, any breach of contractual terms or inability to renew lease

agreements on acceptable terms could disrupt our business and adversely affect our results of operations. In the event that we are required to relocate, we may face the challenge of obtaining fresh regulatory licenses and approvals. Furthermore, we cannot assure you that suitable alternative locations will be readily available. Any delay in securing a new location could lead to operational disruptions, negatively impacting our business and financial performance.

***11. We have significant working capital requirements for our smooth day to day operations of business and discontinuance or our inability to acquire adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.***

Our Company's working capital needs for a specific period are influenced by various factors, such as the size and timing of orders to be fulfilled, the size of the order backlog, and customer payment terms. Based on historical trends, we anticipate a significant increase in our working capital requirements.

The table below sets forth our working capital for the Financial Years 2025, 2024, and 2023 on the basis stated below:

(₹ in lakhs)

Particulars	For the period ended March 31, 2025 (Audited)	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)
<b><i>Current Assets</i></b>			
Inventories	1,369.02	1,267.95	879.47
Trade receivables	3,149.97	1,731.66	1,328.81
Cash and cash equivalents	94.25	94.96	70.61
Short-term loans and advances	28.12	61.52	75.05
Other Current Assets	649.89	564.19	354.39
<b>Total Current Assets (A)</b>	<b>5,291.25</b>	<b>3,720.28</b>	<b>2,708.34</b>
<b><i>Current Liabilities</i></b>			
Trade payables	139.13	125.65	60.27
Other current liabilities	152.25	86.50	101.30
Short-term provisions	143.42	77.78	67.03
Current Tax Liabilities (Net)	554.09	361.46	294.83
<b>Total Current Liabilities (B)</b>	<b>988.89</b>	<b>651.39</b>	<b>523.42</b>
<b>Net Working Capital Requirements (A-B)</b>	<b>4,302.36</b>	<b>3,068.89</b>	<b>2,184.91</b>

Our business requires funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement, or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled "Objects of the Offer" beginning on page 100 of this Draft Red Herring Prospectus.

***12. Our Company does not have any documentary evidence for the past work experience of Vipin Mullick, Anandita Mullick, and Sanjiv Shah, and for the educational qualifications of Vikram Mehendiratta.***

Our promoters, Vipin Mullick and Anandita Mullick, along with Non-Executive Director Sanjiv Shah, were unable to provide documentation supporting their previous work experiences. Consequently, we have been unable to disclose their complete professional backgrounds in their respective profiles. However, this does not pertain to their educational qualifications. Separately, our Senior Managerial Personnel, Vikram Mehendiratta, could not provide documentation verifying his educational qualifications. As a result, his educational background has not been included in his profile. For further information, please refer to the chapter titled "Our Management" on page 213 of this Draft Red Herring Prospectus.

***13. We engage contract workers for carrying out certain functions of our business operations. In the event of non-availability of such contract workers at reasonable cost, any adverse regulatory orders or any default on payments to them by the agencies could lead to disruption of the manufacturing facilities and our business operations.***

We engage independent contractors through whom we engage contract workers for performance of certain functions at our manufacturing units. While we have not faced any breach of agreements executed with such independent contractors in the last three Fiscals, there is no assurance that such breach will not occur in the future. Further, while we have not encountered such instance in the past, we cannot assure that we will be able to renew the engagement with our independent contractors at commercially viable terms or at all. As of May 31, 2025, we had 202 contract labours. Although we do not engage these contract workers directly, we are responsible for any wage payments to be made to such labourers in the event of default by their respective independent contractors. Any requirement to fund such defaulted wage requirements may have an adverse impact on our business, results of operations, financial condition, cash flows and future prospects.

In addition, pursuant to the Contract Labour (Regulation and Abolition) Act, 1970, as amended, the appropriate government may, after consultation with the Central Advisory Contract Labour Board or the State Advisory Contract-Labour Board, as the case may be prohibited, by notification, the employment of contract labour in any process, operation or other work in any establishment. We cannot assure you that such a notification will not be issued by the appropriate government in respect of the locations of our manufacturing facilities. If such a notification prohibiting the employment of contract labour is issued with respect to our operations, it will have an adverse impact on our ability to employ contract labour in our manufacturing and other operations, and may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

***14. Our Promoters and Directors have interests in entities which are in businesses similar to ours and this may result in potential conflict of interest with us.***

Our Promoters and Promoter Group entities namely; Engsol Technologies Private Limited, are engaged in similar line of a business according to main object of Memorandum of Association. There are, and may be, certain transactions between our company and Engsol, in the ordinary course of business and at arms' length price. However, a potential conflict of interest may occur between our promoters, directors due to having similar line of business. For further details, please see "Our Management" and "Our Promoters and Promoter Group" on pages 213 and 230, respectively of this draft red herring prospectus. Our promoters and directors, and their related entities may compete with us and have no obligation to direct any opportunities to us. We cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

***15. Our Promoters have extended personal guarantees in connection with some of our debt facilities. There can be no assurance that such personal guarantees will be continued to be provided by our Promoters in future or can be called at any time, affecting the financial arrangements.***

Our Promoters Vipin Mullick and Anandita Mullick have provided personal guarantees to secure our existing borrowings which are continuing and are in force as on the date of Draft Red Herring Prospectus.

In the event that any of these guarantees are revoked or invoked, the lenders for such facilities may require alternative guarantees or collateral or cancellation, entailing repayment of amounts outstanding under such facilities as applicable. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, the financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoters in connection with our Company's borrowings.

***16. Our Promoters and Promoter Group will be able to exercise significant influence and control over our operations after the offer and may have interests that are different from those of our other shareholders.***

As of the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group collectively hold 99.15% of our issued and outstanding equity share capital. Post the offer, our Promoters and Promoter Group will continue to hold [●]% of our issued and outstanding Equity Share capital. By virtue of their shareholding, our Promoters and Promoter Group will have the ability to exercise significant control and influence over our affairs and business, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger, amalgamation, or sale of substantially all our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters and Promoter Group may be different from or conflict with the interests of our other shareholders and their influence may result in change of our management or in our control, even if such a transaction may not be beneficial to our other shareholders.

***17. Our Promoters and Directors may have interest in our Company, other than reimbursement of expenses incurred, remuneration or other benefits received.***

Our Promoters and Directors may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoters are interested in the transactions entered between our company and themselves as well as between our company. For further details, please refer to the chapters titled “Our Business” and “Our Promoters and Promoter Group”, beginning on page 147 and 230 respectively and the chapter titled “Note 5– Related Party Transactions” of restated financials under chapter titled “Restated Financial Statements” beginning on page 237 of this Draft Red Herring Prospectus.

***18. Our success depends heavily upon our individual Promoters, Directors, KMPs and SMPs for their continuing services, strategic guidance, and financial support.***

The success of the company depends heavily upon the continuing services of individual promoters, directors Key Managerial Personnel and Senior Management Personnel who are the natural person and in control of the Company. Our Promoters has established cordial relations with suppliers, which have benefitted the Company’s current relationship with its suppliers. The Company believes that our promoters, directors have invaluable experience that has helped the Company expand its business into multiple segments such as Power Grid equipment, Railway mobility vehicles and Electric Vehicles components, thereby allowing the Company to experience growth and profitability. The company benefits from its relationship with its Promoters and the success of the company depends upon the continuing services of Promoters who have been responsible for the growth of business and are closely involved in the overall strategy, direction, and management of business.

***19. Information relating to the installed production capacity and capacity utilization of our manufacturing unit included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.***

We have availed the services of an independent third-party chartered engineer, M/s ESEN Valuers & Chartered Engineers, to prepare a Chartered Engineer certificate dated July 14, 2025, for purposes of inclusion of such information in this Draft Red Herring Prospectus. Information relating to the installed production capacity and capacity utilization of our manufacturing unit included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management that have been considered by an independent chartered engineer while calculating the installed production capacity of, and actual production volumes at, our manufacturing unit. The assumptions and estimates include the standard capacity calculation practices of the electrical engineering industry after examining the period during which the manufacturing unit were operational during the year, the expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies, and taking into account the number of working days in a year, number of days in a month, number of shifts in a day and average number of batches per day. Actual production capacity, production levels and utilization rates may therefore vary from the information of our manufacturing unit included in this Draft Red Herring Prospectus or from the historical installed production capacity information of our manufacturing unit depending on the product type. Accordingly, undue reliance should not be placed



on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus.

***20. We have entered into and may continue to enter into related party transactions and there can be no assurance that such transactions have been on favourable terms.***


We have entered certain transactions with related parties may continue to do so in future. While our Company confirms that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act, 1956 and 2013 and other applicable laws, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Note 5– Related Party Transactions” of restated financials under section titled “Restated Financial Information” on page 237 of this Draft Red Herring Prospectus.

***21. Conflict of interest may arise as some of our Promoter Group entities are authorized to carry on similar line of business as our Company which may lead to real or potential conflicts of interest for our Promoters or Directors.***

Our Promoter group entity namely, Engsol Technologies Private Limited are engaged in a business similar to ours. Therefore, there may be 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 promoter group entities in future. However, we have entered into any non-compete agreement with such promoter group entity. While necessary procedures and practices may be will be adopted as per non-compete agreement and as permitted by law to address any instances of conflict of interest, if and when they may arise, we cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

***22. The trademarks being used by us for our business are not registered and our inability to obtain this registration may adversely affect our competitive business position. Our inability to protect or use our intellectual property rights may adversely affect our business.***

In October 2024, we have filed applications for the registration of (i) words “INSPROS” under classes

“CLASS: 12” & “CLASS: 09” of the Trademarks Act, 1999; and (ii)  under classes 09. However, this registration has not yet been granted as on the date of this Draft Red Herring Prospectus. In the absence of such protection, we may not be able to prevent infringement of our trademark and a passing off action may not provide sufficient protection until such time that this registration is granted. For further details, please see chapters titled “Government and Other Key Approvals” at page 324 of this Draft Red Herring Prospectus.

If our unregistered trademark is registered in favour of a third party, we may not be able to claim registered ownership of the trademark and consequently, we may be unable to seek remedies for infringement of this trademark by third parties other than relief against passing off by other entities. Further, we may become subject to claims by third parties if we use the trademark in breach of any intellectual property rights registered by such third parties. Any legal proceedings pursuant to such claims, or settlements thereunder, may divert management attention and require us to pay financial compensation to such third parties. Our inability to obtain or maintain these registrations may adversely affect our competitive business position. This may affect our brand value and consequently our business.

***23. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.***

Our contingent liability for the Fiscal Year 2025, was ₹ 43.32 Lakhs. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected.

(₹ in Lakhs)

Particulars	As on March 31, 2025	As on March 31, 2024	As on March 31, 2023
Demand notices issued by GST Department	43.00	19.73	19.73
Demand Order issued by Income Tax Department	0.32	0.32	0.32
<b>Total</b>	<b>43.32</b>	<b>20.05</b>	<b>20.05</b>

For more information, regarding our contingent liabilities, please refer “*Significant Accounting Policies*” in chapter titled “*Financial Information*” beginning on page 237 of this Draft Red Herring Prospectus.

***24. We face competition in our industry both from organized and unorganized players, posing potential risks to our business operation and financial condition.***

We anticipate facing pressures regarding pricing and product quality from our clients, potentially straining our profit margins which may consequently affect the financial position of our Company. Competition is not only present within the organized sector but also from unorganized players, spanning both small and large players. Our direct rivals include leading electrical engineering units across India, as well as local competitors. Our competitiveness is further challenged by the rapid technological advancements within the chemical industry, both domestically and internationally.

Additionally, some of our clients might export their final products, necessitating compliance international standards. Failure to effectively compete amidst this intense landscape, locally, nationally, and internationally, could significantly harm our company’s financial position.

***25. We have issued Equity Shares during the last one year at a price that may be below the Offer price.***

During the last one year we have issued Equity Shares at a price that may be lower than the Offer price:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Offer price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment
October 14, 2024	1,61,000	10	90	Cash	Preferential Allotment

For further details, please refer to the chapters “*Capital Structure*” beginning on page 82 of this Draft Red Herring Prospectus.

***26. Our operations are labour intensive, and our manufacturing operations may be subject to work stoppages or increased labour costs, which could adversely affect our business and results of operations.***

Our manufacturing activities are labour intensive and expose us to the risk of various labour related issues. Whilst we have not faced any strike by our workforce, we cannot assure you that we will not be subject to work stoppages, strikes, lockouts or other types of conflicts with our employees or contract workers in the future. The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of May 31, 2025, we employed about 202 across our production units.

We do not have any trade union registered under the Trade Unions Act, 1926. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

***27. We are dependent on third party transportation and logistics service providers. Any defect, damage or destruction caused to our products during the process of delivery could adversely affect our business, financial condition and results of operations.***

We primarily depend on third-party transportation and logistics providers for the delivery of our raw materials and products. However, we do not have long-term contractual agreements in place with these providers. Any disruptions in logistics could hinder our ability to procure raw materials or deliver our products on schedule, which could materially and adversely impact our business, financial condition, and operational results.

We are exposed to the risk of rising freight costs. If we are unable to fully pass on these increased costs through higher product prices, our profit margins may be negatively affected. Additionally, any increase in export tariffs would lead to higher expenses, which could further adversely impact our business, financial condition, and operational results. Moreover, as we serve overseas customers, we are heavily reliant on water transportation and the ports near our manufacturing facilities, making us vulnerable to disruptions in these channels.

We may be responsible for the transport of our products and accordingly be exposed to the risk of theft, accidents, defect, damage and/or loss of our products in transit. While there have been no material instances of theft, accident or loss in Fiscal 2025, 2024, and 2023, we cannot assure you that such incidents will not occur in future. Any such acts could result in serious liability claims which could have an adverse effect on our business, financial condition and results of operations.

***28. There have been instances in the past where we were unable to trace some corporate records, and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company.***

Our company is unable to trace documents pertaining to our filing of Form 2 for allotment dated June 04, 1984, January 28, 1985, May 20, 1986 and February 18, 2004. We also cannot locate the share transfer forms from 1985, 1995, and 2008, the transmission forms from 2007, and the annual returns for the fiscal years 1985-1986 and 1999-2000. Despite having conducted both physical search vide SRN number: UU1036232, however we are unable to retrieve the same. We also published a public announcement about this matter on October 27, 2024 in newspapers Navbharat and Central Chronicle. We cannot assure you that the filings were made in a timely manner or at all. We cannot assure you that, in future, we will not be subjected to any liability on account of non-availability of such records. Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such untraceable secretarial and other corporate records and documents, if we are subject to any such liability, it may have a material adverse effect on our financial condition, cash flows and results of operations. Further, there can be no assurance that there will be no such delays or non-compliances in the future and our Company will not be subject to adverse actions by the authorities.

There have been instances of delays in filing statutory forms such as Form ADT-1, Form DPT-3, as per the reporting requirements under the Companies Act, which have been subsequently filed by payment of an additional fee as specified by RoC.

Further, there have been certain discrepancies in relation to statutory filings required to be made by the company with the RoC under applicable laws, as well as certain other non-compliances incurred by our Company under the Companies Act details. Our company filed ADT-1 for 2016-2017, there was a typo error in the resolution attached in the form instead of mentioning date as September 30, 2016 it was mentioned as September 30, 2015.

As on the date of this Draft Red Herring Prospectus, there has been no penalties imposed on our Company; however, we cannot assure that there will be no penalties in the future. In the event of any cognizance being taken by the concerned authorities in respect of the above, actions may be taken against our Company and its directors, in which event the financials of our Company, Directors, Key Managerial Personnel, and if any officer in default may be affected.

***29. We have outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.***

As on the date of filing this Draft Red Herring Prospectus, there are outstanding legal proceedings initiated by or against our Company, Promoters, Directors, KMPs, SMPs, and Group Company that are incidental to our business and operation. A summary of outstanding litigation proceedings involving our Company, our promoters, our directors, and our group company as on the date of this Draft Red Herring Prospectus is provided below:

Name	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoters	Material civil litigations	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	-	-	-	-	-	-
Against the Company	-	2	-	-	1^^	1.68^
<b>Directors</b>						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-
<b>Promoters</b>						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
<b>Senior Management Personnel and Key Managerial Personnel</b>						
By the SMPs and KMPs	-	-	-	-	-	-
Against the SMPs and KMPs	-	-	-	-	1^^	-
<b>Litigation involving our Group Company which may have material impact on our Company</b>						
Outstanding Litigation which may have material impact on our Company	-	-	-	-	-	-

*Note for Outstanding demand under IT -*

*With respect to Income Tax Return filed for A.Y. 2018–19, an initial demand of ₹3,15,880 was raised under Section 143(1) on 10.06.2019, which was later rectified to NIL through orders under Section 154 dated 15.10.2019. Subsequently, scrutiny assessment under Section 143(3) was completed on 18.01.2021, and the returned income was accepted. However, a demand of ₹27,080 was raised due to non-allowance of TDS credit of ₹27,079, which was earlier acknowledged in both the intimation under Section 143(1) and the rectification orders. The TDS in question is also reflected in the assessee's Form 26AS. Thus There exist no outstanding demand against the Company and a grievance has also been raised with the Income Tax Department for the same through a letter dated 03.02.2025.*

*Note for Outstanding demand under Traces -*

*During the Financial Year 2008–09, the company deposited a cheque of Rs. 67,920 on 29.04.2009 towards payment of TDS to the Income Tax Department. However, due to a typographical error by the Bank in the TAN mentioned on the challan, the bank erroneously credited the amount to the account of the Indian Institute of Forest Management instead of the company and the same has also been acknowledged by the Bank through a letter dated 28.02.2012. Thus there is not outstanding payment demand of TDS for the Financial Year 2008-09.*

*^^ One of the SMP of our Company has been made party in the case filed by one of the former Workman against the Company before the Labour Court, Bhopal, bearing Case No. 52/24/I.D.Ref.*

We cannot assure you that the outstanding litigation matter will be settled in our favour or that no additional liabilities will arise out of the proceeding. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific

or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoters and our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 317 of this Draft Red Herring Prospectus.

***30. There have been some instances of delays in filing of statutory and regulatory dues in the past with the various government authorities. Any future non-compliance may lead government authorities to initiate proceedings against us, and we cannot guarantee that the company will be able to sufficiently defend itself against any regulatory actions related to compliance issues at any time.***

As on the date of Draft Red Herring Prospectus, there have been certain instances of delays with respect to Employees Provident Fund in filing statutory forms with government authorities such as returns, EPF. Our Company has experienced delay for the following period as under:

Financial Year	Month	Due Date	Actual paid date	Delay days	Reason
2020-2021	April' 2020	May 15, 2020	January 11, 2021	241 days	Due to lockdown the government gave the discretionary power to employer to pay or not to its employees, however the company paid the salary of this month in December.
2021-2022	May' 2021	June 15, 2021	June 18, 2021	3 days	Late payment due to name mismatch in Aadhar and PF of 10 employees.
2022-2023	April' 2022	May 15, 2022	September 16, 2022	124 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2022-2023	May' 2022	June 15, 2022	September 16, 2022	93 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2022-2023	June' 2022	July 15, 2022	September 16, 2022	63 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2022-2023	July' 2022	August 15, 2022	September 16, 2022	32 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2023-2024	October' 2023	November 15, 2023	April 18, 2024	155 days	Late payment due to name mismatch in

Financial Year	Month	Due Date	Actual paid date	Delay days	Reason
					Aadhar and PF of one of our employee.
2023-2024	November' 2023	December 15, 2023	April 18, 2024	125 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2023-2024	December' 2023	January 15, 2024	April 18, 2024	94 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2023-2024	January'2024	February 15, 2024	April 18, 2024	63 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2023-2024	Febuary'2024	March 15, 2024	April 18, 2024	34 days	Late payment due to name mismatch in Aadhar and PF of one of our employee.
2024-2025	July'2024	August 15, 2024	August 16, 2024	1 day	Arrear payments of the month of April to June, due to increment in July with the retrospective effect of one of our employee.

*\*As per the notification no. BKG-27/7/2020-GP/Pxt.file dated June 01, 2021 received from the Employee Provident Fund Authority there is a requirement to match the name of Aadhar and Provident Fund profiles. Except stated above, there has been no instances of delay for filing returns and delay payments in EPF portal.*

These delays were majorly due to COVID-19 and technical error of EPF website which was not working. As result, the Company has filed returns and payment with delay penalty. However, the Board of Directors of our company has taken note of these delays in fulfilling our statutory and regulatory obligations. While our Company has maintained a compliance tracker for better compliance management, however, there can be no assurance that the company will be able to manage compliances effectively and timely, any future non-compliance may lead regulators to initiate proceedings against us, and we cannot guarantee that the company will be able to sufficiently defend itself against any regulatory actions related to compliance issues at any time. Any adverse order passed, or penalty imposed by regulators on us may adversely affect our business and the results of operations.

The following are the details of the number of employees registered and amount paid under Employees' Provident Fund ("EPF") and Employees State Insurance Corporation ("ESIC"):

Particulars	EPF			ESIC		
	No. of Employees	Number of Employees registered	Amount Paid (₹ in lakhs)	No. of Employees	Number of Employees registered	Amount Paid (₹ in lakhs)
March 31, 2025	145	135	4.34	145	47	0.28

Particulars	EPF			ESIC		
	No. of Employees	Number of Employees registered	Amount Paid (₹ in lakhs)	No. of Employees	Number of Employees registered	Amount Paid (₹ in lakhs)
March 31, 2024	141	135	4.16	141	56	0.33
March 31, 2023	106	102	3.21	106	36	0.22

The number of employees registered under ESIC is lower than the total number of employees in the company because fewer employees earn a salary below ₹ 21,000 per month, which is the eligibility threshold as per Employees' State Insurance Act, 1948. This accounts for the difference between the total employed and those registered under ESIC.

***31. The average cost of acquisition of Equity Shares for our Promoters may be lower than the Offer price.***

The average cost of acquisition of Equity Shares for our Promoters may be lower than the Offer price. The details of the average cost of acquisition of Equity Shares held by our Promoters as at the date of the Draft Red Herring Prospectus is set out below.

Sr. No.	Name of Promoters	No. of Equity Shares held	Average cost of acquisition* (in ₹ per equity share)
1.	Vipin Mullick	92,11,257	0.01
2.	Anandita Mullick	34,01,125	0.009

\* As certified by Baheti & Co., Chartered Accountants, by way of their certificate dated June 16, 2025.

For more details regarding weighted average cost of acquisition of Equity Shares by our Promoters and build-up of Equity Shares by our Promoters in our Company, see “Summary of the Offer Document – Average cost of acquisition” on page 31.

***32. Our inability to collect receivables and defaults in payment from our customers could result in the reduction of our profits and affect our cash flows.***

Our credit terms typically range from 90 days to 110 days since we majorly serve to overseas customers. However, our customers may face challenges beyond their control that could negatively impact their financial condition, affecting their ability to pay for products we have sold or that are held in their inventory. Although we have not experienced significant defaults in the past, during periods of economic downturn, there is no guarantee that such defaults will not occur, which could materially affect our business, financial condition, and results of operations. As of the Fiscal Year March 31, 2025, March 31, 2024, and March 31, 2023, our trade receivables were ₹ 3,149.97 lakhs, ₹ 1,731.66 lakhs, and ₹ 1,328.81 lakhs, respectively.

In the event of a dispute or default in payments, we may be forced to initiate recovery proceedings, which could strain our relationships with customers. This may lead to a loss of customer loyalty, with customers potentially shifting their business to competitors, negatively impacting our business. There is no assurance that any legal action we take against defaulting customers will be decided in our favour. In the case of an unfavourable outcome, we may be unable to recover the outstanding dues, which would adversely affect our financial condition and operational results. Additionally, such situations could harm our reputation, making us less attractive to potential customers who may fear similar legal actions being taken against them. This, in turn, could further impact our business, financial condition, and results of operations.

***33. We require several approvals, licenses, registrations and permits for our business and are required to comply with certain rules, regulations and conditions to operate our business and failure to obtain, retain or renew such approvals and licences in a timely manner or to comply with the requisite rules, regulations and conditions may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-obtaining or non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the timeframe anticipated by us or at all. Some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled "*Government and Other Key Approvals*" at page 324 of this Draft Red Herring Prospectus.

***34. Any downtime for maintenance and repair of our machinery/equipment could lead to business interruptions that could be expensive and harmful to our reputation and to our business.***

Our machinery/equipments, including but not limited to CNC (Computer Numerical Control) machine & VMC (Vertical Machining Center) machine turning centers, heavy duty hydraulic presses and mechanical power presses for metal forming, CNC Waterjet cutting machines etc. Maintenance work on most machinery/equipments can be performed by the designated service provider and involves significant downtime to complete maintenance. Our machinery/equipments are subject to normal wear and tear and will be in need of repairs from time to time. Some repairs may be routine in nature, involving lower downtime, and some repairs may require replacement of parts of the machinery/equipments, which may be time consuming. During such times, we may not be able to put the machinery/equipments to use. We may, as a result, suffer losses by reason of not being able to use such machinery/equipments.

***35. We may not be able to identify or effectively respond to evolving preferences, expectations or trends in a timely manner and a failure to derive the desired benefits from our product development efforts may impact our competitiveness and profitability.***

The success of our business depends in part on our ability to anticipate, identify and respond promptly to evolving trends in demographics and preferences, customer requisitions, and develop new products to meet these requirements. Our success is dependent on our ability to identify and respond to the economic, technological, and other developments that affect demographic and end-customer preferences in the variety of our product categories.

We cannot assure you that our future product development initiatives will be successful or be completed within the anticipated period or budget, or that our newly developed or improvised products will achieve wide market acceptance from our customers. Even if these products have been successfully developed, there is no guarantee that they will be accepted by our customers and achieve anticipated sales targets in a profitable manner, which may affect our ability to grow our network of customers and gain market share. In addition, there can be no guarantee that the time and effort that we spend in developing these products would be beneficial to our Company. This could also adversely affect our ability to pursue our growth strategy of continuing to develop niche and products to grow our market share. Further, we cannot assure you that our existing or potential competitors will not develop products that are similar or superior to our products. It is often difficult to estimate the time to market new products and there is a substantial risk that we may have to abandon a potential product that is no longer commercially viable, even after we have invested significant resources in the development of such product. If we fail in our product launching efforts, our business, prospects, financial condition, results of operations and cash flows may be materially and adversely affected.

Further, as we continue to grow our business by expanding our products, offerings, and our geographic reach, maintaining quality and consistency may be more difficult and there can be no assurance that the customers' confidence in our products will not diminish. Failure or any delay on our part to identify such trends, to align our business successfully and maintain quality could negatively affect our image, our relationship with our customers, the rate of growth of our business, our market share and our prospects.



We must, on a regular basis, keep pace with the preferences and quality requirements of our consumers, invest continuously in new technology and processes to provide products having the desired qualities and characteristics, and continually monitor and adapt to the changing market demand. An unanticipated change in consumer demand and any sudden change in Government regulations may adversely affect our liquidity and financial condition.

***36. We have not identified any alternate source of financing the “Objects of the Offer”. If we fail to mobilize resources as per our plans, our growth plans may be affected.***

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of offer and schedule of implementation please refer to the chapter titled “Objects of the Offer” on page 100 of this Draft Red Herring Prospectus.

***37. Any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.***

Our Company intends to utilise the net proceeds towards funding capital expenditure requirements towards purchase of machinery, equipment and infrastructure enhancement in our existing manufacturing facilities, funding working capital requirements of the Company and general corporate purposes as mentioned in “Objects of the Offer” on page 100 of this Draft Red Herring Prospectus. The deployment of funds will be at the discretion of the Board. However, the deployment of the Gross Proceeds will be monitored by a monitoring agency appointed, as the offer size is above ₹ 5,000 lakhs, pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, changes in tax policies and provisions by the GoI or state government, and other financial and operational factors.

Accordingly, investors in the Offer will need to rely upon our management’s judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations. Whilst a monitoring agency will be appointed, for monitoring utilisation of the Gross Proceeds, the proposed utilisation of the proceeds is based on current conditions, our business plans and internal management estimates, appraisal report and is subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. 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. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Offer without being authorised to do so by the Shareholders by way of a special resolution. We may not be able to obtain the shareholders’ approval in a timely manner, or at all, in the event we need to make such changes. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business or operations. Pursuant to the Companies Act, the promoters and controlling shareholders of our Company, as at the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations.

The requirement to provide an exit opportunity to such dissenting shareholders may deter our promoters and controlling shareholders, as at the time of the proposed variation, from agreeing to any changes made to the proposed utilization of the Net Proceeds, even if such change is in our interest. Furthermore, we cannot assure you that such promoters and controlling shareholders will have adequate resources to provide an exit opportunity at the price prescribed by SEBI. For further details on exit opportunity to dissenting shareholders, see “Objects of the Offer—Variation in Objects” on page 119. In light of these factors, we may not be able to undertake variation of object of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms

of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the un-utilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business, results of operations and cash flows.

***38.A shortage or unavailability of electricity, fuel, or labor could disrupt our manufacturing operations and adversely impact our business, operational performance, and financial condition.***

Our manufacturing operations require continuous supply of electricity for which we depend on the respective state board electricity supply, where our Manufacturing Facilities are located. The table below sets out our power and fuel charges together as a percentage of our total expenses in the Fiscal 2025, Fiscal 2024, and Fiscal 2023, respectively:

Particulars	For Fiscal Year					
	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount (₹ in lakhs)	As a percentage total expenses (%)	Amount (₹ in lakhs)	As a percentage total expenses (%)	Amount (₹ in lakhs)	As a percentage total expenses (%)
Power Charges	74.87	1.03	58.21	1.19	48.78	1.20
Fuel Charges	0.46	0.01	0.56	0.01	0.33	0.01
<b>Total</b>	<b>75.33</b>	<b>1.04</b>	<b>58.77</b>	<b>1.20</b>	<b>49.11</b>	<b>1.21</b>

The table below sets out our labour costs together as a percentage of our total expenses in the Fiscal 2025, Fiscal 2024, and Fiscal 2023, respectively:

Particulars	For Fiscal Year					
	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount (₹ in lakhs)	As a percentage total expenses (%)	Amount (₹ in lakhs)	As a percentage total expenses (%)	Amount (₹ in lakhs)	As a percentage total expenses (%)
Labour Charges	375.13	5.18	267.82	5.46	220.07	5.42
Job work charges	442.31	6.11	313.29	6.38	120.49	2.97
<b>Total</b>	<b>817.44</b>	<b>11.29</b>	<b>581.11</b>	<b>11.84</b>	<b>340.59</b>	<b>8.39</b>

Any shortage or non-availability of electricity, failure of the state electricity grid or a shortage of fuel or unavailability or reduction in labour could delay our operations at the Manufacturing Facilities which may consequently adversely affect our delivery timelines to our customers. Any such delay may have an adverse effect on our business, results of operations and financial condition. Further, any shortage of available labour could impact our operations and consequently have an adverse effect on our business, results of operations and financial conditions.

***39. This Draft Red Herring Prospectus contains information from an industry report prepared by Infomerics Analytics & Research, commissioned by us for the purpose of the Offer for an agreed fee.***

This Draft Red Herring Prospectus contains information from an industry report prepared by Infomerics Analytics & Research which we have commissioned and paid for. This Draft Red Herring Prospectus includes information that is derived from the Infomerics Report, prepared by Infomerics Analytics & Research, a research house, pursuant to an engagement with our Company. Infomerics Analytics & Research has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable (Information), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. Infomerics Analytics & Research also

highlights certain industry and market data, which may be subject to estimates and/or assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such estimates and / or assumptions may change based on various factors. We cannot assure you that Infomerics Analytics & Research's estimates and / or assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Additionally, some of the data and information in the Infomerics Report are also based on discussions / conversations with industry sources, and may not, have been nor be capable of being, independently verified. Further, the Infomerics Analytics & Research Report is not a recommendation to invest or disinvest in our Company. Infomerics Analytics & Research has disclaimed all financial liability in case of any loss suffered on account of reliance on any information contained in the Infomerics Report.

***40. The requirements of being a listed company may strain our resources.***

We are not a listed company. We have not been subjected to the increased scrutiny of our affairs by shareholders, regulators, and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the equity listing agreement with the Stock Exchange which will require us to file audited annual and half yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required.

As a result, our management's attention may be diverted from business concerns, which may adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge but cannot assure that we will be able to do so in a timely and efficient manner.

***41. Our insurance coverage may not adequately protect us against potential risk, and this may have a material adverse effect on our business.***

We maintain insurance coverage for key risks relating to our business. While we believe that the amount of our insurance coverage is in line with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. In addition, not all risks associated with our operations may be insurable, on commercially reasonable terms or at all. Although we believe that we have obtained insurance coverage customary to our business, such insurance may not provide adequate coverage in certain circumstances and is subject to certain deductibles, exclusions, and limits on coverage. To the extent that we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected. Natural disasters in the future or occurrence of any other event for which we are not adequately or sufficiently insured may cause significant disruption to our operations that could have a material adverse impact on our business and operations. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition, and cash flows. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption.

Details of our total insurance coverage vis-à-vis our net assets as at March 31, 2025 is set out below:

Particulars	As on March 31, 2025
Insurance coverage* (A)	16,381.49
Net assets** as per Restated Financial Information (B)	3,859.51
Net tangible assets*** (C)	7,187.81
Insurance expenses as per Restated Financial Information	188.42
Insurance coverage times the net assets (A/B)	4.24
Insurance coverage times the net tangible assets (A/C)	2.28

\* Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipments, vehicles, stock, erection and all risk insurance

\*\*Net assets = Property, Plant and Equipment (net block) + Capital Work in Progress + Intangibles (net block) + Investment Property (Buildings net block) + Inventories

\*\*\* 'Net Tangible Assets' means net block of Property, Plant and Equipment, capital work in progress for fixed assets (including capital advances), Current Assets, Non current assets (other than Net block of Property, Plant and Equipment, Intangible Assets and Deferred Tax) and excludes Borrowings (secured loans and unsecured loans) and current and non current liabilities and provisions.

As certified by our Statutory Auditors, M/s Baheti & Co., pursuant to a certificate dated June 16, 2025.

***42. Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institution and any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Company intends to primarily use the Net Proceeds of the Fresh Issue for funding capital expenditure requirements towards purchase of machinery, equipment and infrastructure enhancement in our existing manufacturing facilities, funding working capital requirements of the Company and general corporate purposes, as described in section "Objects of the Offer" on page 100. The plans for utilizing the Net Proceeds of the Fresh Issue are based on management estimates and such intended use of proceeds has not been appraised by any bank or financial institution.

The funding requirements are based on current conditions and are subject to change in response to external circumstances, costs, other financial condition or business strategies. Our Company may have to revise its management estimates from time to time and consequently its requirements may change, which may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Any change in the Objects of the Fresh Issue may also require shareholders' approval and may involve considerable time or may not be forthcoming and in such an eventuality it may adversely affect our operations or business. Further, our Promoters would be required to provide an exit opportunity to the shareholders who dissent with our proposal to change the objects of the Offer, which may discourage our Promoters from undertaking steps for the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest.

In light of these factors, we may not be able to undertake any variation in Objects of the Fresh Issue to use any unutilized proceeds of the Fresh Issue even if such variation is in our interest, thereby limiting or delaying our efforts to use the Net Proceeds to achieve profitable growth in our business.

***43. Our Company may not be able to secure additional funding in the future. In the event our Company is unable to obtain sufficient funding, it may delay our Company's growth plans and have a material adverse effect on the business, cash flows and financial condition of our Company.***

From time to time, our company's plans may evolve in response to changing circumstances, new business developments, emerging challenges, investment opportunities, or unforeseen contingencies. If our plans change or if we need to adapt to shifting market conditions, we may require additional financing to meet, among other things, capital expenditure needs. This financing could take the form of debt, raised through commercial bank loans, the issuance of debentures, or other debt securities.

If we incur additional debt in the future, our interest and debt repayment obligations will increase, potentially subjecting us to new or amended covenants. These covenants could restrict our ability to access cash flow from operations or limit other financing options. Furthermore, any additional financing may come at higher costs, which could affect our profitability. Additionally, we cannot guarantee that we will be able to secure sufficient financing to meet future capital requirements on favorable terms or within the necessary timeframe.

***44. Our employees may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements.***

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with manufacturing standards we have established, or to report financial information or data accurately or disclose unauthorized activities to us. In particular, sales and business arrangements in our industry are subject to laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we have not faced such instances Fiscal 2025, Fiscal 2024, and Fiscal 2023, there can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risk. If our employees engage in any such misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business.

***45. Significant differences exist between the requirements of Indian GAAP and IFRS, which may be material to investors' assessments of our financial condition. The effects of the planned adoption of "Indian Accounting standards converged with IFRS" ("IND-AS") are uncertain.***

We have not attempted to quantify the impact of Indian GAAP or International Financial Reporting Standards ("IFRS") on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of Indian GAAP or IFRS. Each of Indian GAAP and IFRS differs in significant respects from the requirements of Indian GAAP. Accordingly, the degree to which the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. On January 2, 2015, the MCA released the revised road map for companies other than banking companies, insurance companies and non-banking finance companies for implementation IND-AS converged with the IFRS.

There can be no assurance that our financial condition, results of operations, cash flows or changes in shareholders' equity will not appear materially worse under IND - AS than under current Indian GAAP. In our transition to IND - AS reporting, we may encounter difficulties in the on-going process of implementing and enhancing its management information systems. Moreover, our transition may be hampered by increasing competition and increased costs for the relatively small number of IND - AS experienced accounting personnel available as more Indian Companies begin to prepare financial statements.

***46. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, and capital expenditures.***

Our future ability to pay dividends will depend on our earnings, financial condition, and capital requirements of our company. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition, and results of operations.

***47. We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted stakeholders. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

***48. Our Company will not receive any proceeds from the Offer for Sale portion, and the Selling Shareholders shall be entitled to the Offer Proceeds to the extent of the Equity Shares offered by them in the Offer for Sale. Our Promoter and Promoter Group Member are therefore interested in the Offer in connection with the Equity Shares offered by them in the Offer for Sale.***

The Offer includes an offer for sale of such number of Equity Shares aggregating to up to 11,21,000 by the Promoter and Promoter Group Selling Shareholders. The Promoter and Promoter Group Member are, therefore, interested in the Offer Proceeds to the extent of the Equity Shares offered by them in the Offer for Sale. The entire proceeds (net of offer expenses) from the Offer for Sale will be paid to the Promoter and Promoter Group Selling Shareholders and our Company will not receive any such proceeds. Further, except for listing fees of the Offer, which will be borne by our Company, all cost, fees and expenses (including all applicable taxes) in respect of the Offer will be shared amongst our Company and the Selling Shareholders on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Selling Shareholders in the Offer for Sale, upon successful completion of the Offer. See “*Capital Structure*” and “*Objects of the Offer*” on pages 82 and 100, respectively of this Draft Red Herring Prospectus.

***49. Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Offer price may not be indicative of the market price of the Equity Shares after the Offer***

Prior to the Offer, there has been no public market for the equity shares, and an active trading market on the stock exchange may not develop or be sustained after the offer. Listing and quotation do not guarantee that a market for the equity shares will develop. The offer price of the equity shares is proposed to be determined through a book building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the equity shares at the time of commencement of trading of the equity shares or at any time thereafter. The market price of the equity shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, 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.

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:

- half yearly 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 / governmental entities of significant claims/ proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;

- changes in exchange rates;
- changes in the price of oil or gas;
- 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.

***50. There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

***51. QIB and Non-Institutional Investors 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.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors 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. Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date. While our Company is required to complete allotment pursuant to the offer within six working days from the Bid/ Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political, or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares allotted pursuant to the offer or cause the trading price of the Equity Shares to decline on listing.

***52. 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 Exchange. 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 this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchange is expected to commence within Six Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. 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.

***53. Any future issuance of Equity Shares may dilute the shareholding of the Investors, or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India 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 the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

## **EXTERNAL RISK FACTORS**

### ***54.A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are necessarily dependent on the health of the overall economy of India and of the countries, including but not limited to USA, European Union etc., where we have business relations. Any slowdown or perceived slowdown in these economies or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in the sovereign debt rating or a decline in the foreign exchange reserves of these countries could negatively affect interest rates and liquidity, which could adversely affect these economies and our business. Global situations such as outbreak of the COVID-19 pandemic, full scale military invasion of Ukraine by Russia have caused a global economic downturn including in India and these countries. Any downturn in the macroeconomic environment in India or any country(ies) where we have our business presence, could also adversely affect our business, financial condition, results of operations and prospects.

The economy of India and the countries where the Company has its business presence, could be adversely affected by a general rise in interest rates or inflation, civil unrest, adverse weather conditions affecting agriculture, commodity, and energy prices as well as various other factors. A slowdown in the economy of any of these countries could adversely affect the policy of their respective governments towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The economy of India and various other countries where the Company has its business presence is also influenced by economic and market conditions in other countries. A decline in the foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in these economies, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect these economies, which could materially and adversely affect our business, financial condition, results of operations and prospects.

Further, other factors which may adversely affect the global economy are scarcity of credit or other financing facilities, resulting in an adverse impact on economic conditions in India and the countries where the Company has its business presence, resulting in scarcity of financing of our Proposed Projects; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in the tax, trade, fiscal or monetary policies of India or any other country where the Company has its business presence, like application of GST and/or VAT, as applicable; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or manmade disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, and other significant regulatory or economic developments in or affecting the financial services sectors of India and/or any country where the Company has its business presence.

### ***55.Challenges that affect the electrical engineering industry will have an effect on our operations.***

As we are engaged in the electrical engineering industry, we are impacted by challenges that affect the industry in general. These include general economic conditions and outlook, improvements in technologies, increase in operating costs, government regulation and policy and importantly, our competitive position in



the market in general. These factors will impact us and our business on an ongoing basis. We will be constrained to respond to changes adequately to remain profitable, including bringing about changes to operations, cutting down on costs, and reassessing growth plans and strategies. We are unable to predict these challenges and cannot assure you that we will continue to maintain our current levels of financial performance.

***56. Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.***

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

***57. Compliance with applicable health, safety, environmental and other governmental regulations may be costly and adversely affect our results of operations.***

Compliance with applicable health, safety, environmental and other governmental regulations is time consuming, costly and requires a number of dedicated personnel. We are subjected to payment of fees and levies on an ongoing basis with respect to a number of licences, approvals, consents, and permissions we are required to obtain from governmental authorities. We are required to periodically maintain a number of records and registers and file a number of returns. Ensuring compliance requires that we hire trained personnel across our locations. Our compliance costs may adversely affect our revenue.

***58. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease, and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. 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 market price of the Equity Shares.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

***60. 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 require a no-objection or a tax clearance certificate from the Indian income tax authorities. 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 402 of Draft Red Herring Prospectus.

***61. Investors 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 shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company 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 our Company makes 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 such 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-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

***62. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter, or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of Equity Shares at a premium to the market price or would otherwise be beneficial to the shareholders. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover 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 interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. 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 its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

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

Under current Indian tax laws and regulations, 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 ₹ 1.25 lakh, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration

through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2024, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. 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 from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

## SECTION IV: INTRODUCTION THE OFFER

The following table summarizes the details of the Offer:

<b>PRESENT OFFER IN TERMS OF THE DRAFT RED HERRING PROSPECTUS</b>	
<b>Particulars</b>	<b>Details of Equity Shares</b>
Equity Shares Offered through Public Offer <sup>(1)(2)</sup>	Offer up to 58,21,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b><i>The Offer consists of:</i></b>	
Fresh Issue	Offer up to 47,00,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Offer for sale <sup>(6)</sup>	Offer for sale by existing shareholders up to 11,21,000 equity shares of ₹ 10 each at a price of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
<b><i>Out of which:</i></b>	
Market Maker Reservation Portion	Up to [●] Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Net Offer to the Public	Up to [●] Equity Shares having face value of ₹10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b><i>Out of which*</i></b>	
A. QIB portion <sup>(4) (5)</sup>	Not more than [●] Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs.
<b><i>Of which</i></b>	
(a) Anchor Investor Portion	Up to [●] Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b><i>Of which</i></b>	
(a) One- third of the portion available to non- institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹ 10 lakhs;	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) two-third of the portion available to non- institutional investors shall be reserved for applicants with application size of more than ₹ 10 lakhs;	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
B. Non – Institutional portion	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
C. Individual Investor portion	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b><i>Pre and Post Offer Share Capital of our Company</i></b>	
Equity Shares outstanding prior to the Offer	1,67,59,340 Equity Shares having face value of ₹10 per Equity Share
Equity Shares outstanding after the Offer	Up to [●] Equity Shares having face value of ₹10 per Equity Share
Objects of the Offer	Please refer Section titled “ <i>Objects of the Offer</i> ” on page 100 of this Draft 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, 2018, as amended from time to time. 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 June 16, 2025 and pursuant to a special resolution of our Shareholders passed in an Extra-Ordinary General Meeting dated June 19, 2025 under Section 62(1)(c) of the Companies Act, 2013.
- (3) The Selling Shareholders have consented to participate in the Offer for Sale in the following manner:

Name of Selling Shareholder	Type	Date of Authorization Letter/ Board Resolution	Equity Shares held as of date of the DRHP	Equity Shares offered by way of Offer for Sale	% of the pre-Offer paid-up Equity Share capital
Vipin Mullick	Promoter Selling Shareholder	June 13, 2025	92,11,257	Up to 7,46,000	54.96
Janak Mullick	Promoter Group Selling Shareholder	June 13, 2025	14,93,298	Up to 3,75,000	8.91

The Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

- (4) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Allocation to investors in all categories, except the Individual Investor Portion, shall be made on a proportionate basis subject to valid bids received at or above the Offer Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investor Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- (5) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, 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 on a proportionate basis to Individual Bidders and 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. Accordingly, we have allocated the Net Offer i.e. not more than 50% of the Net Offer to QIB and not less than 35% of the Net Offer shall be available for allocation to Individual Investors and not less than 15% of the Net Offer shall be available for allocation to Non-institutional bidders.
- (6) Subject to valid Bids being received at or above the Offer Price, undersubscription, 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.
- (7) The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer, see “Other Regulatory and Statutory Disclosures” on page 330.

For further details regarding the Offer Structure and Procedure, please refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 357 and 362 respectively of this Draft Red Herring Prospectus.

Our Company, 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 Procedure” beginning on page 362 of this Draft Red Herring Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information. The summary financial information presented below should be read in conjunction with “*Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 282 and 377 respectively.

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# Restated Balance Sheet

(₹ in lakhs)

Particulars	Note No.	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
<b><u>ASSETS</u></b>				
<b><u>Non-current assets</u></b>				
Property, plant and equipment	6	1,912.52	1,486.71	1,249.37
Capital Work in progress	33	537.19	-	-
Financial assets:				
- Investments	7	40.78	719.08	557.31
- Loans and Advances	13.A.	555.68	591.56	566.56
Other non-current assets	9	46.57	12.04	22.99
<b><u>Current assets</u></b>				
Inventories	10	1,369.02	1,267.95	879.47
Financial assets:				
- Trade and other receivables	11	3,149.97	1,731.66	1,328.81
- Cash and cash equivalents	12	94.25	94.96	70.61
- Loans and Advances	13.B.	28.12	61.52	75.05
Other current assets	14	649.89	564.19	354.39
<b><u>Assets Held for Sale</u></b>	14.A.	105.00	-	-
<b>Total Assets</b>		<b>8,488.98</b>	<b>6,529.67</b>	<b>5,104.56</b>
<b><u>EQUITY AND LIABILITIES</u></b>				
<b><u>Equity</u></b>				
Equity Share capital	15	1,675.93	9.999	9.999
Other equity	16	5,511.87	5,452.54	4,459.41
<b><u>Non-current liabilities</u></b>				
Financial Liabilities				
- Borrowings	17	148.23	299.00	94.51
Deferred tax liabilities (Net)	19	34.52	16.80	17.22
<b><u>Current liabilities</u></b>				
Financial Liabilities:				
- Borrowings	18	129.53	99.94	-
- Trade Payables				
(a) Dues of MSME'S		-	-	-
(b) Dues of Creditors other than MSME'S	20	139.13	125.65	60.27
Short Term Provisions	22	143.42	77.78	67.03
Other Current Liabilities	21	152.25	86.50	101.30
Current Tax Liabilities (Net)	22.A.	554.09	361.46	294.83
<b>Total Equity &amp; Liabilities</b>		<b>8,488.98</b>	<b>6,529.67</b>	<b>5,104.56</b>

# Restated Statement of Profit and Loss

(₹ in lakhs)

Particulars	Note No.	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
<b>Revenue:</b>				
• Revenue from Operations	23	9,126.53	6,131.87	5,065.78
• Other Income	24	286.11	187.56	221.33
<b>Total Income</b>		9,412.64	6,319.42	5,287.11
<b>Expenses:</b>				
• Cost of Materials Consumed	25	4,281.54	2,705.31	2,100.72
• Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress	26	(52.79)	(109.18)	62.09
• Employee Benefit Expenses	27	981.50	745.78	673.82
• Finance Costs	28	69.37	48.49	18.93
• Depreciation and Amortisation Expenses	29	249.22	206.12	176.44
• Other Expenses	30	1,713.18	1,313.01	1,029.27
<b>Total Expenses</b>		7,242.01	4,909.54	4,061.27
<b>Profit Before Exceptional Items and Tax</b>		2,170.62	1,409.89	1,225.84
<b>Tax Expenses</b>				
• Current Tax		555.73	361.46	294.83
• Deferred Tax Charge/(Credit)	31	17.71	(0.41)	(5.86)
• Tax Expenses of Earlier years		-	-	-
<b>A. Profit After Tax</b>		<b>1,597.18</b>	<b>1,048.84</b>	<b>936.87</b>
<b>Other Comprehensive Income</b>				
<b>Items that will not be reclassified to Profit or Loss</b>				
• Revaluation of Property, plant and equipment		-	-	-
• Income Tax relating to items that will not be reclassified to profit/loss		-	-	-
<b>Items that will be reclassified to Profit or Loss</b>				
• Income Tax relating to items that will be reclassified to profit/loss		-	-	-
<b>B. Total Other Comprehensive Income</b>		-	-	-
<b>Total Comprehensive Income (A+B)</b>		<b>1,597.18</b>	<b>1,048.84</b>	<b>936.87</b>
<b>Earnings Per Share</b>				
• Basic Earnings Per Share (As per Annexure)	32	9.58	6.32	5.64
• Diluted Earnings Per Share (As Per Annexure)	32	9.58	6.32	5.64



### Restated Cash Flow Statement

(₹ in lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
<b>A. Cash Flow from Operating Activities</b>			
Profit Before Taxes	2,170.62	1,409.89	1,225.84
Adjustments for:			
Depreciation & Amortisation	249.22	206.12	176.44
(Profit)/ Loss on sale of Assets	(2.33)	(0.19)	(53.37)
Gain on Foreign Exchange	60.10	26.37	79.67
Gain on Sale of Investments	(37.99)	(22.03)	-
Interest Income	(51.38)	(60.94)	(12.48)
Gain on sale of mutual fund	(2.76)	(3.38)	(7.87)
Interest & Financial Charges	69.37	48.49	18.93
<b>Operating Profit Before Working Capital Changes</b>	<b>2,454.84</b>	<b>1,604.33</b>	<b>1,427.16</b>
Changes in Current Assets and Current Liabilities	-	-	-
(Increase)/ Decrease in Inventory	(101.07)	(388.48)	(114.91)
(Increase)/ Decrease in Trade Receivable	(1,418.31)	(402.85)	(54.65)
(Increase)/ Decrease in Short Term Loans, Advances	33.40	13.53	104.03
(Increase)/ Decrease in Other Current Assets	(85.70)	(209.80)	(71.28)
Increase/ (Decrease) in Other Current Liability & Provisions	65.75	(14.79)	(53.03)
Increase/ (Decrease) in Trade Payable	13.48	65.38	(3.25)
(Increase)/ Decrease in Loans and Advances	35.88	(25.00)	(521.56)
Increase/ (Decrease) in Other Short Term Provisions	258.27	77.38	117.57
<b>Cash Generated from Operations</b>	<b>1,256.53</b>	<b>719.71</b>	<b>830.09</b>
Taxes Paid (Net of Refund)	555.45	362.91	291.93
<b>Net Cash Flow from Operating Activities (A)</b>	<b>701.08</b>	<b>356.80</b>	<b>538.16</b>
<b>B. Cash Flow from Investing Activities</b>			
(Increase)/ Decrease in Investment	678.30	(161.78)	(545.29)
(Increase)/ Decrease in Other Non-Current Assets	(34.53)	10.95	3.08
Interest Received	51.38	60.94	12.48
Gain on sale of mutual fund	2.76	3.38	7.87
Gain on Sale of Investments	37.99	22.03	-
Proceeds from sale of Assets	21.10	12.65	89.74
Acquisition of Fixed Assets	(693.79)	(455.92)	(254.76)
Acquisition & Changes in Work in Progress	(642.19)	-	2.89
Capital Investment subsidy	66.72	20.72	43.72
<b>Net Cash Flow From Investing Activities (B)</b>	<b>(512.26)</b>	<b>(487.02)</b>	<b>(643.16)</b>
<b>C. Cash Flow from Financing Activities</b>			
Proceeds from Issue of equity share capital including share premium	144.90	-	-
Proceeds from Long Term Borrowings	119.37	222.70	44.00
Short Term Borrowings	29.59	99.94	-
Repayment of Long Term Borrowings	(270.14)	(18.21)	(89.66)
Dividend (Including Corporate Dividend Tax) Paid	(83.80)	(74.99)	(74.99)
Interest & Financial Charges Paid	(69.37)	(48.49)	(18.93)
<b>Net Cash Flow From Financing Activities (C )</b>	<b>(129.44)</b>	<b>180.94</b>	<b>(139.58)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>59.39</b>	<b>50.72</b>	<b>(244.58)</b>
<b>Effect of Exchange Rate changes on Cash and Cash Equivalent</b>	<b>60.10</b>	<b>26.37</b>	<b>79.67</b>
<b>Cash &amp; Cash Equivalents at the beginning of the Period</b>	<b>94.96</b>	<b>70.61</b>	<b>394.86</b>
<b>Cash &amp; Cash Equivalents at the end of the Period</b>	<b>94.25</b>	<b>94.96</b>	<b>70.61</b>

## GENERAL INFORMATION

Our Company was incorporated on November 14, 1983, at Madhya Pradesh, India as ‘*Inspros Engineers Private Limited*’, a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the Registrar of Companies, Gwalior (“RoC”). Our Company was then converted into a public limited company under the Companies Act, 2013, and consequently, the name of our Company was changed to ‘*Inspros Engineers Limited*’, and a fresh certificate of incorporation dated July 26, 2024, was issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. The CIN of the Company is U02422MP1983PLC002289.

For details of changes in registered offices of our Company, please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 207 of this Draft Red Herring Prospectus.

## BRIEF ABOUT THE COMPANY AND OFFER

<b>Registered Office</b>	126, Sector-A, Industrial Area Mandideep, Bhopal- 462046, Madhya Pradesh, India <b>Telephone No.:</b> +91 9755032465 <b>Website:</b> <a href="http://www.inspros.net">www.inspros.net</a> <b>Email id:</b> <a href="mailto:csigl@inspros.net">csigl@inspros.net</a>
<b>Corporate Office</b>	NA
<b>Date of Incorporation</b>	November 14, 1983
<b>Company Registration Number</b>	002289
<b>Corporate Identification Number</b>	U02422MP1983PLC002289
<b>Company Category</b>	Company limited by shares
<b>Company Sub Category</b>	Non-government company
<b>Address of the Registrar of Companies</b>	3 <sup>rd</sup> Floor, ‘A’ Block, Sanjay Complex, Jayendra Ganj, Gwalior - 474009, Madhya Pradesh. <b>Phone:</b> 0751-2321907 <b>Email id:</b> <a href="mailto:roc.gwalior@mca.gov.in">roc.gwalior@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>
<b>Designated Stock Exchange</b>	Emerge Platform of NSE
<b>Offer Program</b>	Offer Opens on: [●] Offer Closes on: [●]
<b>Company Secretary and Compliance Officer</b>	Mujahid Ali <b>Inspros Engineers Limited</b> 126, Sector-A, Industrial Area Mandideep, Bhopal- 462046, Madhya Pradesh, India <b>Telephone No.:</b> +91 9755032465 <b>Email id:</b> <a href="mailto:csigl@inspros.net">csigl@inspros.net</a>
<b>Chief Financial Officer</b>	Preeti P R <b>Inspros Engineers Limited</b> 126, Sector-A, Industrial Area Mandideep, Bhopal- 462046, Madhya Pradesh, India <b>Telephone No.:</b> +91 9109317472 <b>Email Id:</b> <a href="mailto:cfo@inspros.net">cfo@inspros.net</a>

## Board of Directors

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

Name	Designation	DIN	Residential Address
Vipin Mullick	Chairman and Managing Director	00910549	202, Sector-2, Shakti Nagar, Huzur, H.E. Hospital, Bhopal- 462024, Madhya Pradesh, India

Name	Designation	DIN	Residential Address
Anandita Mullick	Whole time Director	01208644	202, Sector-2, Shakti Nagar, Habibganj, Huzur, Bhopal- 462024, Madhya Pradesh, India
Sanjiv Indar Shah	Non-executive Director	03113797	B-802, Lodha Bellissimo, N.M. Joshi Marg, Apolo Mill Compound, Mahalaxmi East, Mumbai- 400011, Maharashtra, India
Kishore Purswani	Non-executive Independent Director	10580789	Om Niwas, Super Deluxe 06, J. K. Road, Minal Residency, Huzur, Bhopal- 462022, Madhya Pradesh, India
Chandrakant Shrikhande	Non-executive Independent Director	10580857	258, Senior HIG Katara Hills Bagh Mungalia, Bhopal- 462043, Madhya Pradesh, India

For further details of our directors, see “*Our Management*” on page 213 of this Draft Red Herring Prospectus.

### Investor Grievances

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Offer and/or Book Running Lead Manager 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 and non-receipt of funds by electronic mode.

All offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the offer, with a copy to the relevant Designated Intermediary 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 Individual Investors 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 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 Exchanges with a copy to the Registrar to the offer.

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.

### Details of Key Intermediaries pertaining to this Offer and our Company

Book Running Lead Manager to the Offer	Registrar to the Offer
<b>Unistone Capital Private Limited</b> A/305, Dynasty Business Park Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra. <b>CIN:</b> U65999MH2019PTC330850 <b>Tel:</b> +91 9820057533 <b>Email:</b> <a href="mailto:mb@unistonecapital.com">mb@unistonecapital.com</a> <b>Investor Grievance Email:</b> <a href="mailto:compliance@unistonecapital.com">compliance@unistonecapital.com</a> <b>Website:</b> <a href="http://www.unistonecapital.com">www.unistonecapital.com</a> <b>Contact Person:</b> Brijesh Parekh/Saloni Doshi	<b>MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)</b> C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083, Maharashtra, India <b>Telephone:</b> +91 810 811 4949 <b>Email:</b> <a href="mailto:insprosenengineering.smeipo@in.mpms.mufg.com">insprosenengineering.smeipo@in.mpms.mufg.com</a> <b>Investor grievance email:</b> <a href="mailto:insprosenengineering.smeipo@in.mpms.mufg.com">insprosenengineering.smeipo@in.mpms.mufg.com</a> <b>Contact Person:</b> Shanti Gopalkrishnan <b>Website:</b> <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a>

<b>SEBI Registration No.:</b> INM000012449	<b>SEBI Registration Number:</b> INR000004058 <b>CIN:</b> U67190MH1999PTC118368
<b>Legal Counsel to the Offer</b>	<b>Statutory and Peer Reviewed Auditors</b>
<b>Legal Suraksha</b> <b>Address:</b> P-12, C.I.T Scheme No. L, Room No. 210, 2 <sup>nd</sup> Floor, Kolkata-700001 <b>Telephone:</b> 9830187875 <b>Email:</b> <a href="mailto:varsha.agarwalla94@gmail.com">varsha.agarwalla94@gmail.com</a> <b>Contact Person:</b> Varsha Agarwalla <b>Registration No:</b> WB/1763/1632/2019	<b>M/s Baheti &amp; Co., Chartered Accountants</b> <b>Address:</b> 24, M.P. Nagar Zone II, Bhopal- 462011, Madhya Pradesh, India <b>Telephone:</b> +91 9826010409 <b>Email:</b> <a href="mailto:deepakkumarbaheti@gmail.com">deepakkumarbaheti@gmail.com</a> <b>Contact Person:</b> Deepak Baheti <b>Membership Number:</b> 075063 <b>FRN No.:</b> 006287C <b>Peer Review Number:</b> 020439
<b>Banker to the Company</b>	<b>Public Offer Bank/ Banker to the Offer/ Refund Banker/Escrow Collection Bank</b>
<b>HDFC Bank Limited</b> <b>Address:</b> HDFC Bank. Arera Colony, E1 /57, Scheme of Capital Project Arera Colony Bhopal, Madhya Pradesh – 462016. <b>Telephone:</b> +91 94267 92009 <b>Email:</b> <a href="mailto:pradeep.gupta7@hdfcbank.com">pradeep.gupta7@hdfcbank.com</a> <b>Website:</b> <a href="http://www.hdfcbank.com">www.hdfcbank.com</a> <b>Contact Person:</b> Pradeep Gupta	[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•]
<b>Sponsor Bank</b>	<b>Syndicate Member</b>
[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•]	[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•] <b>SEBI Certificate Registration:</b> [•] <b>CIN:</b> [•]
<b>Share Escrow Agent</b>	
[•] <b>Address:</b> [•] <b>Telephone:</b> [•] <b>Fax:</b> [•] <b>Email:</b> [•] <b>Website:</b> [•] <b>Contact Person:</b> [•] <b>SEBI Certificate Registration:</b> [•] <b>CIN:</b> [•]	

### Designated Intermediaries

#### *Self-Certified Syndicate Bank(s)*

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through 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. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such

website as may be prescribed by SEBI from time to time.

### ***Syndicate SCSB Branches***

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 Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For more information on such branches collecting Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>).

### ***Self-Certified Syndicate Banks Eligible as Sponsor Banks for UPI***

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>.

For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

### ***Registered Brokers***

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 website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

### ***Registrar And Share Transfer Agents***

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

### ***Collecting Depository Participants***

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

### **Experts**

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

Our Company has received written consent dated June 16, 2025, from the Statutory Auditor, namely, M/s. Baheti & Co., Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft 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 our Statutory Auditors, and in respect of (i) their examination report dated June 16, 2025 on the Restated Financial Information; and (ii) their report dated June 16, 2025 on the statement of possible special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

In addition, our Company has received written consent dated July 14, 2025 from ESEN Valuers and Chartered Engineers (Membership no. F- 111181-3), as Chartered Engineer to include its name as an “expert” as defined under Section 2 (38) and other applicable provisions of the Companies Act, 2013 in respect of the report dated July 14, 2025, on installed capacity, actual production and capacity utilisation at our manufacturing facility owned and/or controlled by the Company and estimated cost for the Proposed Project, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S Securities Act. However, the term expert shall not be construed to mean an expert as defined under the U.S. Securities Act.

### **Monitoring Agency**

Since the quantum of Fresh Issue is above ₹ 5,000 Lakhs, in terms of the Regulation 262 of the SEBI (ICDR) Regulations, our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus, to monitor the utilisation of Gross Proceeds of this Offer.

### **Appraising Authority**

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed in the Offer.

### **Credit Rating**

As the Offer is of Equity Shares, the appointment of a credit rating agency 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.

### **Trustees**

As this is Offer of Equity Shares, the appointment of trustees is not required.

### **Green Shoe Option**

No green shoe option is applicable for the Offer.

### **Filing**

The Draft Red Herring Prospectus and Prospectus shall be filed with NSE situated at Exchange Plaza, C/1, G Block, Bandra-Kurla Complex, Bandra (East) -400 051, Maharashtra, India.

As per SEBI Circular No. *SEBI/HO/CFD/PoD-1/P/CIR/2023/29* dated *February 15, 2023*, company shall upload the Issue Summary Document (ISD) on exchange portal.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in a soft copy. Pursuant to SEBI Circular Number *SEBI/HO/CFD/DIL1/CIR/P/2018/011* dated *January 19, 2018*, a copy of the Offer Document will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and copy of the Prospectus to be filed under 26 of the Companies Act, 2013 would be filed with the RoC and through the electric portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

## Statement of *inter se* allocation of Responsibilities

Unistone Capital Private Limited (Unistone) is the sole Book Running Lead Manager (BRLM) to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the offer shall be performed by them.

## Changes in the Auditors

There have been no changes in the Auditors in the last three financial years preceding the date of this Draft Red Herring Prospectus.

## **BOOK BUILDING PROCESS**

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of [●], an English National Newspaper, all editions of [●], a Hindi National Newspaper and [●] editions of [●], a Hindi Daily Newspaper (Hindi being the regional language of Madhya Pradesh where our Registered Office is located) at least two working days prior to the Bid/ Offer Opening date. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Offer Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager, in this case being Unistone Capital Private Limited;
- The 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. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer, in this case being MUFG Intime India Private Limited (Formally known as Link Intime India Private Limited);
- The Escrow Collection Banks/ Bankers to the Offer and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Offer 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.

The Offer is being made through the Book Building Process wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out 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 Offer price. 5% 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 Offer price. 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 Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer price.

All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB 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 BRLM and the Designated Stock Exchange.



All Bidders, other than Anchor Investors are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

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 Individual Investor Portion where allotment to each Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investor 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.

In terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public offer 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 SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Offer Procedure*” beginning on page 362 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

For further details on the method and procedure for Bidding, please see section entitled “*Offer Procedure*” on page 362 of this Draft Red Herring Prospectus.

#### **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 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five 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.

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	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 offer 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 BRLM, may finalise the Offer price at or below such Cut-



Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer 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 362 of this Draft 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 Offer 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 Draft Red Herring Prospectus and in the Bid cum Application Form;

#### **Bid/Offer Program:**

<b>Event</b>	<b>Indicative Dates</b>
Bid/Offer Opening Date <sup>(1)</sup>	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

<sup>(1)</sup>Our Company 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.

The above timetable is indicative and does not constitute any obligation 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 3 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. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has reduced the time taken for listing of specified securities after the closure of public offer to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); ‘T’ being offer closing date. Our Company shall follow the timelines provided under the aforementioned circular.

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 Individual bidders and non- individual bidders. The time for applying for Individual Applicant on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and National Stock Exchange of India Limited Emerge taking into account the total number of applications received up to the closure of timings.

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 Draft 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 BRLM 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 Applicants 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. Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Individual Applicants, 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 Applicant, 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 Applicant, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

## **WITHDRAWAL OF THE OFFER**

Our Company and the selling shareholders in consultation with the BRLM, reserve the right to not to proceed with the offer at any time before the Bid/ Offer Opening Date without assigning any reason thereof. If our Company withdraws the offer anytime after the Bid/ Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Offer Closing Date, providing reasons for not proceeding with the offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- offer advertisements have appeared and the Stock Exchange will also be informed promptly.

The BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the offer after the Bid/ Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

## **Underwriting Agreement**

This Offer is 100% underwritten. The Underwriting agreement is dated [●]. 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	% of total Offer size underwritten
[●]	[●]	[●]	[●]

*(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. Specific details mentioned above have been intentionally left blank and will be filled in before, and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Prospectus with the RoC, as applicable.)*

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead manager has agreed to underwrite to a minimum extent of [●] % of the Offer out of its own account. In the opinion of the Board of Directors (based on a certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

### Market Maker

<b>Name:</b>	[●]
<b>Address:</b>	[●]
<b>Tel No:</b>	[●]
<b>Fax No:</b>	[●]
<b>Contact Person:</b>	[●]
<b>Email:</b>	[●]
<b>Website:</b>	[●]
<b>Contact Person:</b>	[●]
<b>SEBI Registration No.:</b>	[●]
<b>Market Maker Registration No.:</b>	[●]

### Details of the Market Making Arrangement for this Offer

Our Company and the Book Running Lead Manager have entered into an agreement dated [●] with [●], a Market Maker registered with Emerge Platform of NSE in order to fulfil the obligations of Market Making.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding 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. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 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.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the [●] Equity Shares of face value of ₹ 10 each ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares of face value of ₹ 10 each

would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, 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, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
7. On the first day of listing, there will be a pre-open session (call auction) and there after 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 SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.
8. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. 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 or 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.
10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager 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 and the Lead Manager 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.

11. **Risk containment measures and monitoring for Market Maker:** Emerge Platform of NSE Limited will have all margins which are applicable on the NSE 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.
12. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE Limited 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.
13. 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.

14. **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.

15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform

Sr. No.	Market Price Slab (in Rs.)	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

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.

16. Pursuant to SEBI Circular number *CIR/MRD/DSA/31/2012* dated *November 27, 2012*, limits on the upper side for Markets Makers 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 Crores	25%	24%
₹ 20 Crores to ₹ 50 Crores	20%	19%
₹ 50 Crores to ₹ 80 Crores	15%	14%
Above ₹ 80 Crores	12%	11%

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

Our Equity Share capital before the Offer and after giving effect to the Offer, as at the date of this Draft Red Herring Prospectus, is set forth below:

*Amount (₹ in lakhs except share data)*

<b>PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Aggregate Nominal Value</b>	<b>Aggregate Value at Offer price<sup>(1)</sup></b>
<b>I.</b>	<b>Authorised Share Capital<sup>(2)</sup></b>		
	2,50,00,000 Equity Shares of ₹ 10/- each	2,500.00	-
<b>II.</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer<sup>(3)</sup></b>		
	1,67,59,340 Equity Shares of ₹ 10/- each	1,675.93	-
<b>III.</b>	<b>Present Offer in terms of Draft Red Herring Prospectus</b>		
	Up to 58,21,000 <sup>(3)</sup> Equity Shares having face value of ₹ 10 each at price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].		
	<i>Which consists of</i>		
	Fresh Issue of up to 47,00,000 Equity Shares having face value of ₹ 10 each at price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] <sup>(4)</sup> .	[●]	[●]
	Offer for Sale of 11,21,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] <sup>(5)</sup>		
<b>IV.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Offer</b>		
	[●] Equity Shares of ₹ 10.00 each		[●]
<b>V.</b>	<b>Securities Premium Account</b>		
	Before the Offer	128.80	
	After the Offer		[●]

(1) To be finalized upon determination of Offer price.

(2) For details of the changes in the authorized share capital of our Company, please refer to chapter titled “History and Certain Corporate Matters” beginning on page 207 of this Draft Red Herring Prospectus.

(3) As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

(4) The Fresh Issue has been authorized pursuant to a resolution of our Board of Directors dated June 16, 2025 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on June 19, 2025.

(5) For details of authorizations received for the Offer for Sale, please refer to the chapter “The Offer” beginning on page 64 of this Draft Red Herring Prospectus. The Equity Shares being offered by Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of the Prospectus with SEBI, calculated in the manner as set out under SEBI ICDR Regulations and are eligible for being offered for sale in the Offer.

## CLASS OF SHARES

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 does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

# 1. Share Capital of our Company:

## a) Equity share capital:

The history of equity share capital of our company is as set out in the following table:

Date of Allotment of equity shares	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer price per equity share (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
On incorporation (November 14, 1983)	300	100	100	Cash	Incorporation <sup>(i)</sup>	300	30,000
June 04, 1984	700	100	100	Cash	Further Allotment <sup>(ii)</sup> @	1,000	1,00,000
January 28, 1985	804	100	100	Cash	Further Allotment <sup>(iii)</sup> @	1,804	1,80,400
May 20, 1986	14	100	100	Cash	Further Allotment <sup>(iv)</sup> @	1,818	1,81,800
February 18, 2004	8,181	100	NA	Other than Cash	Bonus Issue <sup>(v)</sup> \$	9,999	9,99,900
<b><i>Each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024</i></b>							
April 08, 2024	1,64,98,350	10	NA	Other than Cash	Bonus Issue <sup>(vi)</sup>	1,65,98,340	16,59,83,400
October 14, 2024	1,61,000	10	90	Cash	Preferential Issue <sup>(vii)</sup>	1,67,59,340	16,75,93,400

## Notes:

(i) **Initial Subscribers to the Memorandum of Association subscribed to Equity Shares of Face Value of ₹ 100/- each detail of which are given below:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Deepankar Biswas	100
2.	Panna Lala	100
3.	Janak Mullick	100
<b>Total</b>		<b>300</b>

(ii) **Further Allotment<sup>@</sup> of 700 Equity Shares of ₹ 100/- each at par in cash to the following Shareholders:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Sidhartha Lala	350
2.	Vipin Mullick	250
3.	Janak Mullick	100
<b>Total</b>		<b>700</b>

(iii) **Further Allotment<sup>@</sup> of 804 Equity Shares of ₹ 100/- each at par in cash to the following Shareholders:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Sidhartha Lala	354
2.	Vipin Mullick	348
3.	Janak Mullick	60
4.	Panna Lala	42
<b>Total</b>		<b>804</b>

(iv) **Further Allotment<sup>@</sup> of 14 Equity Shares of ₹ 100/- each at par in cash to the following Shareholder:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Sidhartha Lala	14
<b>Total</b>		<b>14</b>

(v) **Bonus Allotment<sup>\$</sup> of 8,181 Equity Shares of ₹ 100/- each in the ratio of 9:2 i.e. 9 equity shares for every 2 Equity Shares held to the following Shareholders:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Vipin Mullick	4,131
2.	Janak Mullick	1,845
3.	Anandita Mullick	1,386
4.	Late S.N. Mullick	450
5.	Late Inder Mohanlal Bhasin	369
<b>Total</b>		<b>8,181</b>

(vi) **Bonus Allotment of 1,64,98,350 Equity Shares of ₹ 10/- each in the ratio of 1:165 i.e. 1 equity share for every 165 Equity Shares held to the following Shareholders:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Vipin Mullick	83,30,850
2.	Janak Mullick	28,95,750
3.	Anandita Mullick	27,95,100
4.	Divij Mullick	8,26,650
5.	Manya Mullick	8,25,000
6.	Vipin Mullick HUF	8,25,000
<b>Total</b>		<b>1,64,98,350</b>

(vii) **Preferential Allotment of 1,61,000 Equity Shares having face value of ₹ 10/- each is issued at premium price of ₹ 80/- each at par in cash to following Shareholders:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Blackbeard Ventures Pvt Ltd	20,000
2.	Magellan Ventures Pvt Ltd	20,000
3.	Jayshree Bharat Doshi	10,000
4.	Ritu Srivastava	10,000
5.	Ashu Dutt	10,000
6.	Bharat Uttamchandani	10,000
7.	Ravjot Singh Anand	10,000
8.	Vandana Chakravarty	8,000
9.	Mamta Rajesh Doshi	7,500
10.	Ashish Bharat Doshi	7,500
11.	Sukriti Roy	6,500
12.	Fehmida Khan	6,000
13.	Arti Sheopuri	5,000
14.	Ruchika Bhasin Ohri	5,000
15.	Latika Khanna	5,000



Sr. No.	Names of Person/Entity	Number of Shares Allotted
16.	Anil Kumar Patel	5,000
17.	Sharda Gopal	5,000
18.	Aruna Dawar	3,000
19.	Rashmi Chhauda	2,500
20.	Pooja Chhauda	2,500
21.	Aashish Vats	2,500
<b>Total</b>		<b>1,61,000</b>

<sup>@</sup> We have been unable to trace the complete set of secretarial records, corporate resolutions and filings in relation to changes in our issued, subscribed and paid-up share capital till 2007. The secretarial records for these past allotments of Equity Shares made by our Company prior to 2007 could not be traced as the relevant information was not available in our Company's records, the Ministry of Corporate Affairs and the records maintained by the RoC. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors- There have been instances in the past where we were unable to trace some corporate records, and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company" on page 47 of this Draft Red Herring Prospectus, except as disclosed in the aforementioned risk factor we confirm that our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.

\$ In relation to these allotments, for the number of Equity Shares, our Company has been unable to trace the return of allotment i.e. Form 2, for such allotments as, the information could not be traced and was not available in our Company's records. Accordingly, we have relied on the minutes of the board meeting for such allotments. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors- There have been instances in the past where we were unable to trace some corporate records, and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company" on page 47 of this Draft Red Herring Prospectus.

#### **b) Preference share capital**

As on date of Draft Red Herring Prospectus, our Company does not have preference share capital.

### **2. Equity shares issued for consideration other than cash, bonus issue or out of revaluation reserves:**

As on the date of this Draft Red Herring Prospectus, our Company has not issued any equity shares out of revaluation reserves since its incorporation.

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash or bonus issue at any time since incorporation:

Date of Allotment	Name of the Allottees	Equity Shares Allotted	Face Value (₹)	Offer price (₹)	Reasons for allotment
February 18, 2004	Vipin Mullick	4,131	100	NA	Bonus Issue
	Janak Mullick	1,845			
	Anandita Mullick	1,386			
	Late S.N. Mullick	450			
	Late Inder Mohanlal Bhasin	369			
April 08, 2024	Vipin Mullick	83,30,850	10	NA	Bonus Issue
	Janak Mullick	28,95,750			
	Anandita Mullick	27,95,100			
	Divij Mullick	8,26,650			
	Manya Mullick	8,25,000			
	Vipin Mullick HUF	8,25,000			

### **3. Details of allotment made in the last one year preceding the date of Draft Red Herring Prospectus:**

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment
October 14, 2024	1,61,000	10	90	Cash	Preferential Allotment

4. Our Company has not issued or allotted any equity shares or preference shares pursuant to schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013, as applicable.
5. Except as stated below, our Company has not issued any Equity Shares or preference shares at a price that may be lower than the Offer price during a period of one year preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer price (₹)	Nature of Consideration	Nature of Allotment
October 14, 2024	1,61,000	10	90	Cash	Preferential Allotment

#### 6. Equity Shares issued pursuant to Employee Stock Option Schemes and Employees Stock Appreciation Right Plan

As on date of this Draft Red Herring Prospectus, our Company has not issued Equity Shares pursuant to the ESOP Plan and ESARP Plan (Employees Stock Appreciation Right Plan).

7. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves. Our company has issued bonus shares from the capital redemption reserve and surplus, for further information please refer “*Restated Financial Statements*” on page 237 of the Draft Red Herring Prospectus.
8. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
9. All allotment of shares to the public over the years is done in accordance with applicable provisions of the Companies Act, 2013.
10. The company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.
11. All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of Equity Shares on Emerge Platform of NSE Limited.
12. As on the date of this Draft Red Herring Prospectus, our Promoters do not hold any preference shares in our Company.
13. Our Company has twenty-seven shareholders, as on the date of this Draft Red Herring Prospectus.
14. We hereby confirm that none of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
15. The shareholding pattern of our Company before the offer as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

<b>Sr. No.</b>	<b>Particular</b>	<b>Yes/ No</b>	<b>Promoters and Promoter Group</b>	<b>Public Shareholder</b>	<b>Non-Promoter – Non-Public</b>
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoter are pledge or otherwise encumbered?	No	No	No	No
7.	Whether Company has equity shares with differential voting rights?	No	No	No	No

*\* All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on EMERGE Platform of NSE. Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.*

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of the Draft Red Herring Prospectus:

**Summary of Shareholding Pattern:**

Sr. No.	Category of shareholder	Nos. of shareholders	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C)	Number of Voting Rights held in each class of securities <sup>1</sup>				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								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 Shares of ₹10/- each <sup>2</sup>	Class Y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters & Promoter Group	9	1,66,16,340	-	-	1,66,16,340	99.15	1,66,16,340	-	1,66,16,340	99.15	-	99.15	-	-	-	-	1,66,16,340
(B)	Public	18	1,43,000	-	-	1,43,000	0.85	1,43,000	-	1,43,000	0.85	-	0.85	-	-	-	-	1,43,000
(C)	Non-Promoter- Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	27	1,67,59,340	-	-	1,67,59,340	100.00	1,67,59,340	-	1,67,59,340	100.00	-	100.00	-	-	-	-	1,67,59,340

**Note:**

<sup>1</sup>As on date of this Draft Red Herring Prospectus one (1) Equity share holds one (1) vote.

<sup>2</sup>We have only one class of Equity Shares of face value of ₹ 10/- each.

<sup>3</sup>All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on Emerge Platform of NSE Limited.

## 16. List of our major shareholders:

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

- a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
1.	Vipin Mullick	92,11,257	54.96
2.	Anandita Mullick	34,01,125	20.29
3.	Janak Mullick	14,93,298	8.91
4.	Divij Mullick	8,31,660	4.96
5.	Manya Mullick	8,30,000	4.95
6.	Vipin Mullick HUF	8,30,000	4.95
<b>Total</b>		<b>1,65,97,340</b>	<b>99.03</b>

- b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
1.	Vipin Mullick	92,11,257	54.96
2.	Anandita Mullick	34,01,125	20.29
3.	Janak Mullick	14,93,298	8.91
4.	Divij Mullick	8,31,660	4.96
5.	Manya Mullick	8,30,000	4.95
6.	Vipin Mullick HUF	8,30,000	4.95
<b>Total</b>		<b>1,65,97,340</b>	<b>99.03</b>

- c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
1.	Vipin Mullick	92,11,257	54.96
2.	Anandita Mullick	34,01,125	20.29
3.	Janak Mullick	14,93,298	8.91
4.	Divij Mullick	8,31,660	4.96
5.	Manya Mullick	8,30,000	4.95
6.	Vipin Mullick HUF	8,30,000	4.95
<b>Total</b>		<b>1,65,97,340</b>	<b>99.30</b>

- d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
1.	Vipin Mullick	5,049	50.50

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
2.	Janak Mullick	1,755	17.55
3.	Anandita Mullick	1,694	16.94
4.	Divij Mullick	501	5.01
5.	Manya Mullick	500	5.00
6.	Vipin Mullick HUF	500	5.00
<b>Total</b>		<b>9,999</b>	<b>100.00</b>

**17. Details of Shareholding of our Promoters, members of the Promoter Group, Selling Shareholders in our Company:**

As on the date of this Draft Red Herring Prospectus, our Promoters hold 1,26,12,382 Equity Shares, equivalent to % of the issued, subscribed, and paid-up equity share capital of our Company.

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percent age of the post- Offer equity share capital (%)
<b>Vipin Mullick</b>							
June 04, 1984	Further Allotment <sup>@</sup>	250	100	100	Cash	Negligible	[●]
January 28, 1985	Further Allotment <sup>@</sup>	348	100	100	Cash	Negligible	[●]
September 15, 1995	Share Transfer from Sidhartha Lala	210	100	100	Cash	Negligible	[●]
September 15, 1995	Share Transfer from Panna Lala	110	100	100	Cash	Negligible	[●]
February 18, 2004	Bonus Issue <sup>\$</sup>	4,131	100	NA	Other than Cash	0.02	[●]
<b>Each equity share of our Company of face value of ₹ 100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024</b>							
April 08, 2024	Bonus Issue	83,30,850	10	NA	Other than Cash	49.71	[●]
April 26, 2024	Share Transfer from Janak Mullick through Gift deed	8,29,917	10	NA	Other than Cash	4.95	[●]

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
<b>Total</b>		<b>92,11,257</b>				<b>54.96</b>	<b>[●]</b>
<b>Anandita Mullick</b>							
September 15, 1995	Share Transfer from Sidhartha Lala	308	100	100	Cash	Negligible	[●]
February 18, 2004	Bonus Issue <sup>s</sup>	1,386	100	NA	Other than Cash	0.01	[●]
<i>Each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024</i>							
April 08, 2024	Bonus Issue	27,95,100	10	NA	Other than Cash	16.68	[●]
April 29, 2024	Share Transfer from Janak Mullick through Gift deed	5,89,085	10	NA	Other than Cash	3.51	[●]
<b>Total</b>		<b>34,01,125</b>				<b>20.29</b>	<b>[●]</b>

The build-up of the equity shareholding of our Promoter Group since incorporation of our Company is set forth in the table below:

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
<b>Janak Mullick*</b>							
November 14, 1983	Initial subscription to MoA	100	100	100	Cash	Negligible	[●]
January 26, 1984	Share Transfer from Deepankar Biswas	50	100	100	Cash	Negligible	[●]
June 04, 1984	Further Allotment <sup>@</sup>	100	100	100	Cash	Negligible	[●]

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
January 28, 1985	Further Allotment <sup>@</sup>	60	100	100	Cash	Negligible	[●]
September 15, 1995	Share Transfer from Sidhartha Lala	100	100	100	Cash	Negligible	[●]
February 18, 2004	Bonus Issue <sup>s</sup>	1,845	100	NA	Other than Cash	0.01	[●]
March 30, 2019	Share Transfer to Vipin Mullick HUF	-500	100	100	Cash	Negligible	[●]
<b><i>Each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024</i></b>							
April 08, 2024	Bonus Issue	28,95,750	10	NA	Other than Cash	17.28	[●]
April 29, 2024	Share Transfer to Anandita Mullick through Gift deed	(5,89,085)	10	NA	Other than Cash	(3.51)	[●]
April 29, 2024	Share Transfer to Vandana Chakravarty through Gift deed	(1000)	10	NA	Other than Cash	(0.01)	[●]
April 29, 2024	Share Transfer to Vipin Mullick through Gift deed	(8,29,917)	10	NA	Other than Cash	(4.95)	[●]
<b>Total</b>		<b>14,93,298</b>				<b>8.91</b>	<b>[●]</b>
<b>Manya Mullick</b>							
June 11, 2007	Transmission of shares from S.N. Mullick <sup>#</sup>	275	100	NA	Other than Cash	Negligible	[●]
October 01, 2008	Share Transfer from Late	225	100	100	Cash	Negligible	[●]



Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
	Shubh Bhasin <sup>#</sup>						
<i>Each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024</i>							
April 08, 2024	Bonus Issue	8,25,000	10	NA	Other than Cash	4.92	[●]
<b>Total</b>		<b>8,30,000</b>				<b>4.95</b>	<b>[●]</b>
<b>Divij Mullick</b>							
June 11, 2007	Transmission of shares from S.N. Mullick <sup>#</sup>	275	100	NA	Other than Cash	Negligible	[●]
October 01, 2008	Share Transfer from Late Shubh Bhasin <sup>\$</sup>	226	100	100	Cash	Negligible	[●]
<i>Each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024</i>							
April 08, 2024	Bonus Issue	8,26,650	10	NA	Other than Cash	4.93	[●]
<b>Total</b>		<b>8,31,660</b>				<b>4.96</b>	<b>[●]</b>
<b>Vipin Mullick HUF</b>							
March 01, 2019	Share Transfer from Janak Mullick	500	100	100	Cash	Negligible	[●]
<i>Each equity share of our Company of face value of ₹100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024</i>							
April 08, 2024	Bonus Issue	8,25,000	10	NA	Other than Cash	4.92	[●]
<b>Total</b>		<b>8,30,000</b>				<b>4.95</b>	<b>[●]</b>
<b>Vandana Chakravarty</b>							
April 29, 2024	Share Transfer from Janak Mullick through Gift deed	1,000	10	NA	Other than Cash	0.01	[●]
October 14, 2024	Preferential Allotment	8,000	10	90	Cash	0.05	[●]
<b>Total</b>		<b>9,000</b>				<b>0.06</b>	<b>[●]</b>
<b>Ruchika Bhasin Ohri</b>							
October 14, 2024	Preferential Allotment	5,000	10	90	Cash	0.03	[●]

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
<b>Total</b>		<b>5,000</b>				<b>0.03</b>	<b>[●]</b>
<b>Latika Khanna</b>							
October 14, 2024	Preferential Allotment	5,000	10	90	Cash	0.03	[●]
<b>Total</b>		<b>5,000</b>				<b>0.03</b>	<b>[●]</b>

\* Selling Shareholders

@ We have been unable to trace the complete set of secretarial records, corporate resolutions and filings in relation to changes in our issued, subscribed and paid-up share capital till 2007. The secretarial records for these past allotments of Equity Shares made by our Company prior to 2007 could not be traced as the relevant information was not available in our Company's records, the Ministry of Corporate Affairs and the records maintained by the RoC. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors- There have been instances in the past where we were unable to trace some corporate records, and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company" on page 47 of this Draft Red Herring Prospectus, except as disclosed in the aforementioned risk factor we confirm that our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus..

\$ In relation to these allotments, for the number of Equity Shares, our Company has been unable to trace the return of allotment i.e. Form 2, for such allotments as, the information could not be traced and was not available in our Company's records. Accordingly, we have relied on the minutes of the board meeting for approving such allotments. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors- There have been instances in the past where we were unable to trace some corporate records, and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company" on page 47 of this Draft Red Herring Prospectus.

# In relation to these allotments, for the number of Equity shares, our Company has been unable to track the share transmission deed, for such allotments, as, the information could not be traced and was not available in our Company's records. Accordingly, we have relied on the Annual Return, minutes of board meetings and meetings of committee of directors approving such allotments. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors –We are unable to trace some of our corporate records relating to allotments made by our Company, transfers and acquisitions of Equity Shares made by our Promoters, and appointment of directors in our Company. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 47 of this Draft Red Herring Prospectus.

18. Details of the Pre and Post Offer Shareholding of our Promoters and Promoters Group is as below:

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>				
Vipin Mullick	92,11,257	54.96	[●]	[●]
Anandita Mullick	34,01,125	20.29	[●]	[●]
<b>Total (A)</b>	<b>1,26,12,382</b>	<b>75.26</b>	<b>[●]</b>	<b>[●]</b>
<b>Promoter Group</b>				
Janak Mullick	14,93,298	8.91	[●]	[●]
Divij Mullick	8,31,660	4.96	[●]	[●]

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
Manya Mullick	8,30,000	4.95	[●]	[●]
Vipin Mullick HUF	8,30,000	4.95	[●]	[●]
Vandana Chakravarty	9,000	0.06	[●]	[●]
Ruchika Bhasin Ohri	5,000	0.03	[●]	[●]
Latika Khanna	5,000	0.03	[●]	[●]
<b>Total (B)</b>	<b>40,03,958</b>	<b>23.89</b>	[●]	[●]
<b>Total (A+B)</b>	<b>1,66,16,340</b>	<b>99.15</b>	[●]	[●]

19. None of our shareholders belonging to Promoters and Promoter Group, Selling Shareholders, Directors and their relatives have purchased or sold any Equity Shares of our Company during the past six months immediately preceding the date of filing the Draft Red Herring Prospectus.
20. Our Company presently does not intend or propose to alter its capital structure for a period of six (6) months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of further public issue of Equity Shares, or otherwise. However, if business needs of our Company so require, 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.

21. Our Company does not have any ESOP Scheme as on the date of Draft Red Herring Prospectus.

## 22. Promoter's Contribution and other Lock-in details

### a) Details of Promoter's Contribution locked-in for three (3) years:

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted post-Offer capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment ("Minimum Promoters' Contribution").

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

Following are the details of Minimum Promoters' Contribution:

Number of Equity Shares locked in * (1)(2)(3)	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid up	Face value (in ₹)	Offer / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post-Offer paid-up capital	Period of lock-in
<b>Vipin Mullick</b>							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Anandita Mullick</b>							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

\* Subject to finalisation of Basis of Allotment.

- (1) For a period of three years from the date of allotment.
- (2) All Equity Shares have been fully paid-up at the time of allotment.
- (3) All Equity Shares held by our Promoters are in dematerialized form.

For details on the build-up of the Equity Share capital held by our Promoters, see “*Details of Shareholding of our Promoters, members of the Promoter Group in our Company*” on page 90.

The Promoters’ Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as ‘promoter’ under the SEBI (ICDR) Regulations.

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 which are being locked-in do not, and shall not, consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoters’ contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- Equity Shares allotted to the promoter against the capital existing in the firms for a period of less than one year on a continuous basis.
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters’ Contribution subject to lock-in.
- Our Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoters’ Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Draft Red Herring Prospectus till the date of commencement of lock in period as stated in this Draft Red Herring Prospectus.

#### **b) Details of Promoters’ Contribution Locked-in for One Year and Two Years**

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and in compliance with additional eligibility criteria for in principle approval for listing on NSE EMERGE in accordance with press release dt 18/12/24 of 208th SEBI Board meeting on “Review of SME framework under SEBI (ICDR) Regulations, 2018, and applicability of corporate governance provisions under SEBI (LODR) Regulations, 2015 on SME companies”, in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of pre-offer Equity Shares share capital constituting [●] Equity Shares shall be locked in for a period of one year and remaining 50% of pre-offer Equity Shares share capital constituting [●] Equity Shares shall be locked in for a period of two years from the date of allotment of Equity Shares in this Offer.

#### **c) Lock in of Equity Shares held by Persons other than the Promoter locked-in for One Year**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-offer equity share capital held by persons other than the promoters shall be locked in for a

period of one year from the date of allotment of Equity Shares in this Offer. In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription ‘non-transferable’ along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

***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.

***Other requirements in respect of ‘lock-in’***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

**23. The average cost of acquisition of or subscription of shares by our promoters and selling shareholders are set forth in the table below:**

Sr. No.	Name of Promoters/ Selling Shareholder	No. of Equity Shares held	Average cost of acquisition (in ₹ per equity share)
1.	Vipin Mullick <sup>#</sup>	92,11,257	0.01

Sr. No.	Name of Promoters/ Selling Shareholder	No. of Equity Shares held	Average cost of acquisition (in ₹ per equity share)*
2.	Anandita Mullick	34,01,125	0.009
3.	Janak Mullick <sup>#</sup>	14,93,298	0.024

\* As certified by Baheti & Co., Chartered Accountants, by way of their certificate dated June 16, 2025.

<sup>#</sup> Selling Shareholder

**24. Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel and Senior Management:**

Particulars	Pre- offer		Post- offer	
	Number of shares	Percentage of holding	Number of shares	Percentage of holding
Vipin Mullick	92,11,257	54.96%	[●]	[●]
Anandita Mullick	34,01,125	20.29%	[●]	[●]

- 25.** Our Company, our Promoters, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being allotted through the Issue.
- 26.** The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
- 27.** There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
- 28.** No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall Issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
- 29.** There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
- 30.** Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.
- 31.** There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
- 32.** Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Draft Red Herring Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
- 33.** All Equity Shares issued pursuant to the Issue 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 Draft Red Herring Prospectus.
- 34.** The Company along with its, promoter, selling shareholders, promoter group, director and group companies/entities has not been part of or has been delisted under Chapter III or Chapter V or Chapter

VI of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended.

35. There are no direct/indirect connection between the issue Company and Merchant banker which may lead to non-compliance with SEBI (Merchant banker) Regulations.
36. The financial information provided by the Company is in compliance with the SEBI (Framework for Rejection of Draft Offer Documents) Order, 2012.
37. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) 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.
38. The BRLM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. The BRLM and its 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 or investment management services in respect with our Company for which they may in the future receive customary compensation.
39. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
40. None of our Promoters or members of our Promoter Group will participate in the Issue.
41. None of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.
42. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “Basis of Allotment” in the chapter titled “*Issue Procedure*” beginning on page 362 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
43. An investor cannot make an application for more than the number of Equity Shares allotted in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
44. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
45. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
46. 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 Issue.

## OBJECTS OF THE OFFER

This Offer includes a fresh Issue of up to 47,00,000 Equity Shares and Offer for Sale of up to 11,21,000 equity shares by the promoter and promoter group selling shareholders of our Company at an offer Price of ₹ [●] per Equity Share.

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the NSE Emerge Platform. 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 objects clause and the objects incidental and ancillary to the main objects clause of our Memorandum of Association enables us to (i) to undertake our existing business activities; and (ii) undertake the activities for which the funds are being raised by us in the Fresh Issue and are proposed to be funded from the Net Proceeds.

### Offer for Sale

Our Company will not receive any proceeds of the Offer for Sale by the Promoter and Promoter Group Selling Shareholders. The Selling Shareholders will be entitled to the respective proportion of the proceeds of the Offer for Sale after deducting their portion of the Offer related expenses and relevant taxes thereon. Other than the listing fees for the Offer, all cost, fees and expenses in respect of the Offer will be shared amongst our Company and Selling Shareholders, respectively, in proportion to the proceeds received for the Fresh issue and their respective portion of Offered Shares, as may be applicable, upon the successful completion of the Offer.

### Fresh Issue

Our Company proposes to utilize the funds which are being raised through the Fresh Issue, up to ₹ [●] lakhs, after deducting the Offer related expenses to the extent payable by our Company with respect to the Fresh Issue, towards funding the following objects:

1. Funding capital expenditure requirements towards purchase of machinery, equipment and civil work in our existing manufacturing facilities;
2. Funding working capital requirements of the Company; and
3. General Corporate Purposes

*(collectively, referred to herein as the “Objects”)*

### Net Proceeds

The details of the proceeds from the offer are summarized in the following table:

		(₹ in lakhs)
		Estimated Amount <sup>(1)</sup>
Particulars		
Gross proceeds of the offer		[●]
Less: offer related expenses <sup>(2)</sup>		[●]
Net proceeds of the offer		[●]

*(1) To be finalized upon determination of the Offer price and updated in the Prospectus prior to filing with the RoC*

*(2) For details, please see “Offer related expenses” on page 118 of this Draft Red Herring Prospectus.*

### Utilization of Net Proceeds



The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

(₹ in lakhs)

Particulars	Estimated Amount
Funding capital expenditure requirements towards purchase of machinery, equipment and civil work in our existing manufacturing facilities	1,680.49
Funding working capital requirements of the Company	3,000.00
General Corporate Purposes <sup>(1)</sup>	[●]
Net Proceeds	[●]

(1) To be finalized upon determination of the Offer price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Offer, or ₹ 1000.00 lakhs whichever is lower

### Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the objects in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below:

Particulars	Total estimated cost	Total amount spent on the objects as of June 30, 2025	Total estimated amount from Net Proceeds	Estimated deployment of Net Proceeds in	
				FY 2026	FY 2027
Funding capital expenditure requirements towards purchase of machinery, equipment and civil work in our existing manufacturing facilities	1,928.09	187.86	1,680.49	770.00	910.49
Funding working capital requirements of the Company	3,000.00	-	3,000.00	1,200.00	1,800.00
General corporate purposes	[●]	-	[●]	[●]	-
<b>Net proceeds</b>	<b>[●]</b>	<b>187.86</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

(1) Total estimated cost as per Chartered Engineer certificates dated July 14, 2025, issued by M/s. Esen Valuers & Chartered Engineers, Independent Chartered Engineer

(2) As certified by M/s Baheti & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated July 11, 2025

(3) To be finalized upon determination of the Offer price and 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

The fund requirements, deployment of funds, and intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, valid vendor quotations, market conditions, and other external commercial and technical factors. However, these fund requirements and deployment plans have not been appraised by any bank, financial

institution, or independent agency. For further details, see “*Risk Factors - Risk Factor 47 – Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institution and any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.*” on page 56. We may need to revise our funding requirements and deployment due to various factors such as our financial and market conditions, business and growth strategies, ability to identify and implement inorganic growth initiatives (including investments and acquisitions), competitive landscape, general factors affecting our results of operations, financial condition, access to capital, changing concurrent technology offered by equipment manufacturers and other external factors such as changes in the business environment, regulatory climate, and interest or exchange rate fluctuations. These factors, which may not be within our management’s control, might necessitate rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation, subject to compliance with applicable laws.

Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial year towards the aforementioned Objects.

Moreover, if the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the aggregate of the gross proceeds of the Offer or ₹ 1,000.00 lakhs, whichever is lower, in accordance with Regulation 230(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking debt lenders. In furtherance, that such alternate arrangements would be available to fund any such shortfalls.

All quotations mentioned in this section are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with most of these vendors and there can be no assurance that the same vendor would be engaged to eventually supply the equipment at the same costs. We are yet to place orders for certain of the capital expenditure towards purchase of machinery & equipment. Further, for risk arising out of the Objects, see “*Risk Factor - Risk Factor 9 – “We have not yet placed orders in relation to some of the capital expenditure to be incurred for the purchase of equipment / machinery and infrastructure enhancement. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machinery or other materials in a timely manner, or at all, may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.”* on page 41 of this Draft Red Herring Prospectus.

There can be no assurance that we would be able to procure equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor’s estimates and actual costs for the services may differ from the current estimates. Some of the quotations mentioned above do not include cost of freight, insurance, goods and services tax (wherever applicable) and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds allocated towards general corporate purposes or through contingencies, if required. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals.

## **Details of the Objects of the Offer**

### ***1. Funding capital expenditure requirements towards purchase of machinery, equipment and civil work in our existing manufacturing facilities***

We are an Electrical Engineering company engaged in manufacture of equipment, components and sub-assemblies used in traction control gear, busbars for electrical cabinets for electric locomotives and metro trainsets, solenoids for circuit breakers and switchgears, non-condenser bushings for HV Capacitors and disconnecting actuators for EVs. These parts are primarily used in railway, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles.

Our Company currently has two Manufacturing Facilities, both situated at Mandideep in Bhopal. On an ongoing basis, we invest in the procurement of machinery & equipment, which is utilized by us in carrying out our business, based on our order book and the future requirements estimated by our management and we will continue to expand our operational capabilities at our existing manufacturing facilities. We believe such capital expenditure will enable us to operate effectively and efficiently, leading to cost reduction, increased operating efficiency, faster turn-around time for customer orders and meet our increasing business requirements in accordance with our expansion strategy. The following table outlines the year-wise investment in plant and machinery, along with the corresponding revenue figures and their respective growth rates:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2022
Gross Block of Plant and Machinery	1690.38	1354.58	1079.06	945.71
Growth%	24.79	25.53	14.10	-
Revenue from Operations	9,126.53	6,131.87	5,065.78	4,384.94
Growth%	48.84	21.04	15.53	-

We shall also be investing into acquisition of machinery which shall aid us to innovate & develop products/technologies. We propose to utilize ₹ 1680.49 lakhs out of the Net Proceeds towards purchase of CNC VMCs, Turning Centers, Laser Cutting Machine, Coating Plant, Grinding Machine, various Utilities & Test Equipment, Cooling System, Deburring and Edge Rounding machine, Casting plant and Clamping unit, Ultrasonic cleaning machine, Vertical Machining Center, CNC Machine, Test Equipment, Coil winding machine, Strapping machine, Pallet Wrapping Machine etc.

By investing in new machinery, we aim to increase production capacity so that we can produce more components to meet the rising demand for our products. For details related to products, please refer title heading “Product Descriptions” under chapter “Our Business” on page number 172 of the DRHP. Reduce lead times by delivering products to customers more efficiently and quickly. Enhance customer satisfaction by meeting the needs of our customers by ensuring timely delivery and increased availability of products. We shall also be investing into acquisition of machinery which shall aid us to innovate & develop new products/technologies.

As of the DRHP filling date, the company’s order book stands at ₹ 7,694.90 lakhs.

Additionally, we also propose to utilize ₹ 248.68 lakhs for infrastructure enhancements in our Unit II in terms of civil and construction work to create additional space of 17,130 square feet for our new machinery and equipment. This will allow us to optimize our production layout, improve material flow, and accommodate the increased capacity resulting from the new equipment.

***Existing Capacity and capacity utilisation:***

Business Segment	FY 2025			FY 2024			FY 2023		
	Total capacity (Nos)	Production (Nos)	Utilization (%)	Total capacity (Nos)	Production (Nos)	Utilization (%)	Total capacity (Nos)	Production (Nos)	Utilization (%)
Products for Power Grid	3,59,651	3,24,136	90.12	2,80,977	2,44,328	86.96	2,37,386	2,06,423	86.96

Business Segment	FY 2025			FY 2024			FY 2023		
	Total capacity (Nos)	Production (Nos)	Utilization (%)	Total capacity (Nos)	Production (Nos)	Utilization (%)	Total capacity (Nos)	Production (Nos)	Utilization (%)
equipment's									
Railway mobility vehicles	4,02,605	3,47,844	86.40	1,92,957	1,72,283	89.29	1,95,092	1,74,189	89.29
Electric Vehicles components	70,037	59,635	85.15	35,019	30,451	86.96	912	793	86.95
Other Miscellaneous	54	28	51.85	54	45	83.33	-	-	-
<b>Total</b>	<b>832347</b>	<b>7,31,643</b>	<b>87.90</b>	<b>5,09,007</b>	<b>4,47,107</b>	<b>87.84</b>	<b>4,33,390</b>	<b>3,81,405</b>	<b>88.01</b>

***Proposed Installed Capacity:***

Business Segment	FY 2026	FY 2027
	Capacity (Nos)	Capacity (Nos)
Railway Mobility Vehicles	4,35,515	5,05,759
Products for Power Grid Equipment's	2,60,492	3,47,323
Electric Vehicles components	87,547	1,12,060
Other Miscellaneous	81	83
<b>Total</b>	<b>7,83,634</b>	<b>9,65,224</b>

The projected capacity for the Power Grid Infrastructure segment is decreasing due to the pending execution of orders in their order book. However, we utilize a variety of machines, including Computer Numerical Control (CNC) machines, Vertical Machining Centers (VMCs), turning centers, heavy-duty hydraulic presses, mechanical power presses for metal forming, CNC waterjet cutting machines, resistance brazing and projection welding machines, CNC winding machines, and multi-station hydraulic presses. These machines are capable of manufacturing components for any of our business segments, including Power Grid Equipment's, Railway mobility vehicles, and Electric Vehicles. Additionally, after recent capital expenditures, the overall component manufacturing capacity of the company has increased i.e. from 5,09,007 numbers in FY 2024 to 6,32,428 numbers in FY 2025.

Below are the proposed benefits from the increase in capital expenditure:

- ***Increased manufacturing volume:***

Focussed capital expenditure facilitates the expansion of production facilities and the integration of new production lines, enabling the company to address rising demand across its key business sectors such as railway mobility vehicles, power grids, and EV actuators.

- ***Scalability:***

Governments & private players across the globe are increasing their investments in Railway transportation sector for facilitating cheaper and safe mass transit and freight movement. Similarly, the world is witnessing escalated investments in revamping the power grids to evacuate increased production of electricity from renewable and conventional sources. Stricter enforcement of emission norms and technology advancements for energy storage has resulted in an unprecedented growth of EVs. These mega investments are spurring a down-stream demand in the field of production of equipment for rail-locomotives, intercity commuter trains, metro trains and power transmission equipment & machines and evolved power trains for EVs. Escalated capital expenditures by the company to augment its production facilities and machine line-up shall provide flexibility to the company to use its upgraded facilities to scale-up operations in either or all sectors

- ***Adoption of advanced technologies:***

Investments in cutting-edge machinery and semi-automation enhance productivity, lower labour costs and improve quality of manufacturing critical for high-precision segments such as components for rail transportation, power grid transmission equipment, actuators for EVs, etc.

- ***Process optimization:***

Deploying lean manufacturing principles, using state-of-the-art machines & advanced quality control systems streamline operations, eliminate waste, and shorten lead times, resulting in higher throughput and cost efficiency.

- ***Energy Efficiency:***

Capital expenditure allocated to energy-efficient equipment significantly reduces utility expenses, enhancing the company's cost structure

- ***Lower maintenance and repair costs:***

Advanced equipment is less prone to breakdowns, thus minimizing maintenance costs due to reduced operational disruptions, ensuring smoother production cycles and lowers overall cost

- ***Improved precision and reliability:***

Capital expenditure on high-tech equipment will improve the consistency, quality, and reliability of products. For example, actuators for electric vehicles require high precision, and upgrading equipment will help ensure higher quality and fewer defects, contributing to customer satisfaction

- ***Compliance with safety and regulatory standards:***

Capital expenditure in state-of-the-art machines and testing equipment ensures adherence to evolving safety and quality standards in regulated industries such as railways and power grids, safeguarding company from liability risks, creating market reputation and customer trust

- ***R&D and new product development:***

Allocation of capital expenditure resources for product development and research & development fosters innovation, enabling the creation of new product lines and enhancements of existing offerings, particularly in the rapidly evolving rail transportation and urban mass transit sectors

- ***Entry into new markets:***

Increased investments in plant & machinery creates opportunities for the Company to innovate new products and solutions to seek entry into untapped markets, such as smart grid solutions for power systems or advanced components for high-speed rail infrastructure

- ***Reduced lead times:***

Expanded production and improved logistical capabilities allow faster response to customer demands, enhancing competitiveness in highly demanding critical business sectors being served by the company thus ensuring repeat business

- **Customization and flexibility:**

Increased capacity supports bespoke solutions, such as tailored EV actuators or customized power grid components, strengthening client relationships and market share

- **Technological leadership:**

Investing in state-of-the-art technology positions the company as a leader in innovation, particularly in the high-growth Railway transportation & EV sectors

- **First-mover advantage:**

Advanced technical capabilities and increased capacity through induction of new state-of-the-art machines enable early market capture in emerging segments like EV actuators and smart grid solutions

- **Increased revenue potential:**

Capital expenditure leading to enhanced capacity, innovation, and market reach drive revenue growth, capitalizing on rising demand across key business segments

- **Efficiency driven margins:**

Enhanced operational efficiency and reduced costs translate into higher profit margins, ensuring sustainability in capital-intensive industries like ours

- **Return on investment (ROI):**

The additional capital expenditure is expected to generate a favourable ROI over time by enabling the company to produce higher-quality products, scale operations, reduce costs, and expand into new markets, all of which contribute to increased revenue and profitability

Below are the details of expenditures to be incurred towards purchase of machinery & equipment and infrastructure enhancements:

Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
1.	CNC Fiber Laser Cutting Machine	Unit II	126.25	1	126.25	0	126.25	Sahajanand Laser Technology Limited, Quotation No. Ref.: SLT/LC-W/IEPL/QTN_PR_6K W/KD_AM/2205-25 Dated: May 22, 2025/Valid till July 21, 2025

Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
2.	Semi-Automatic Surface Coating Plant	Unit II	105.10	1	105.1	0	105.10	Komal Chemiequip Pvt. Ltd.,Ref.:KC:IEL:MZ PP:3154:25/Date: July 04, 2025/ Valid till October 2, 2025
3.	Helium Leak Test System Unit	Unit I	67.50	1	67.5	-	67.50	Tekman India Pvt. Ltd Quote No: Q01593 Date: July 05, 2025/Valid till September 03, 2025
4.	Industrial Cooling System	Unit II	69.00	1	69.00	0	69.00	Flow Tech Enterprises/Qtn:82/Date: June 28, 2025/ Valid till July 28, 2025
5.	Cnc External Cylindrical Grinding Machine	Unit I	34.00	2	68.00	0	68.00	Omicron Grinding Machines Private Limited/ OGMPL/QUO/Cen/03 25062025/ Date: June 25, 2025/Valid till October 03, 2025
6.	Deburring and Edge Rounding Machine For Laser Sheet Metal Parts	Unit II	62.05	1	62.05	0	62.05	Valgro India Limited/QTN: Rev 1 Date: June 28, 2025/ Valid till July 28, 2025
7.	CNC High Speed Twin Spindle VMC, Model	Unit II	61.75	1	61.75	0	61.75	Bharat Fritz Werner Ltd /Q/ BFW/25/000863 Date: May 14, 2025/ Valid till July 13, 2025
8.	CNC Vertical Machining Center Model: 1260V	Unit II	57.40		57.40	0	57.40	Ace Designers Limited,Quote Ref No. : ACE-MCD/ACE-MCD742387/QUO-428671-K1R7C9/Date : June 27, 2025/Valid till August 26, 2025
9.	ACE CNC Lathe Model: SLT 08 LM	Unit II	26.80	2	53.60	0	53.60	Ace Designers Limited/ACE-ACE-MCD/ACE-M741264/QUO-427564-Z3T5Y6 Date: June 27, 2025/ Valid till August 26, 2025

Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
10.	A20-3F7 with LFV "CINCOM" Brand CNC Automatic Lathe	Unit II	52.33*	1	52.33	0	52.33	Yamazen Machinery & Tools India Private Limited/4400000023Dt11.06.2025/PO has been issued
11.	Ace Twin Spindle CNC Chucker: LCXT-12 & with all accessories	Unit II	50.00	1	50.00	0	50.00	Ace Designers Limited/ACE-TCD/ACE-TCD736280/QUO-422740-T4D8J4 Dated: May 20, 2025/ Valid till August 18, 2025
12.	CNC Vertical Machining Center Model: 1060V	Unit II	49.60	1	49.60	0	49.60	Ace Designers Limited, Quote Ref No. : ACE-MCD/ACE-M741264/QUO-427564-Z3T5Y6/Date: June 21, 2025/Valid till July 21, 2025
13.	A20-3F7 with LFV "CINCOM" Brand CNC Automatic Lathe	Unit II	52.33*	1	52.33	8.25	44.08	Yamazen Machinery & Tools India Private Limited/4400000023Dt11.06.2025/PO has been issued
14.	CNC Vertical Machining Center Model "740V 4th axis Pro	Unit II	43.02	1	43.02	0	43.02	Ace Designers Limited/ACE-MCD/ACE-MCD742329/QUO-428648-M9K1Y6/Date: June 27, 2025/ Valid till August 26, 2025
15.	IT Enhancement for Design Department (Hardware)	Unit I	40.36	1	40.36	0	40.36	TEKNO SOLUTIONS PVT. LTD./QTN-10117/Date: June 28, 2025/ Valid till July 30, 2025
16.	CNC Vertical Machining Center Model "740V Pro	Unit II	38.39	1	38.39	0	38.39	Ace Designers Limited /Quote Ref No. : ACE-MCD/ACE-M741259/QUO-427560-S4L6K0, Date : June 21, 2025/ Valid till July 21, 2025



Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
17.	Automation Proposal for 1 Robot and 2 SJE08 LM Machines	UNIT II	35.86	1	35.86	0	35.86	Ace Designers Limited/2025-05-038-1/Date: June 09, 2025/Valid till July 09, 2025
18.	Epoxy Resin Casting Plant And App Clamping Unit	Unit I	34.00	1	34.00	0	34.00	Grandiose Automation Solutions Pvt.Ltd./Ref NO- TechnoCommercialOffer2526_001_Inspres Engineers Limited/Date: June 21, 2025 / Valid till September 19, 2025
19.	IT Enhancement Firewall	Unit I	30.25	1	30.25	0	30.25	Tekno Solutions Pvt. Ltd./ QTN-10123/Dated:June 30, 2025/ Valid till July 30, 2025
20.	Solar System DC of 142 KWp DC(80KW AC)	Unit II	32.62	1	32.62	3.26	29.36	Pickrenew Energy Private Limited/ 4400000020 Dt 27.05.2025/PO has been issued
21.	Supply of PEB structure	Unit II	123.90	1	123.9	94.98	28.92	Stelloid Infrastructure/PO no IEPL-2/24077/2024-25, 18.10.2024/ PO has been issued
22.	Civil Construction Services with P.C.C/R.C.C work etc (Extended Shed)	Unit II	257.29	1	257.29	60.11	197.18	Ganpati Building Solutions Private Limited, October 1, 2024, GBSPL2024-25-1, December 31, 2024
23.	Ultrasonic Cleaning Machine	Unit II	28.13	1	28.13	0	28.13	R. K. Transonic Engineers Pvt. Ltd./RFQ: 22042025/Dated: May 22, 2025/ Valid till December 31, 2025
24.	Circular Sawing Machine	Unit II	26.89	1	26.89	0	26.89	M/s ITL Industries Limited/Quotation No.- 125100073/Quotation Date- May 23, 2025/ Valid till July 25, 2025

Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
25.	Tool Management System	Unit II	25.66	1	25.66	0	25.66	SupplyPoint Systems, Inc./ QUOTATION No. 2025-05-069-M-INSPROS ENGINEERS LTD-TECHWIND/ Date: May 22, 2025/ Valid till August 20, 2025
26.	Fischerscope® X-RAY XAN 215	Unit II	24.78	1	24.78	0	24.78	Fischer Measurement Technologies(India) Pvt. Ltd/4400000022 Dt 06.06.2025/PO has been issued
27.	Material Handling Electric Stacker, GIRAFFE	Unit II	10.90	2	21.8	0	21.80	Dewas Techno Products Private Limited, GIRAFFE/25-26/MHE/00261/R0 Date: May 20, 2025/ Valid till July 31, 2025
28.	Solar System DC 100 kWp (AC 80 KW)	Unit I	23.50	1	23.5	2.35	21.15	Pickrenew Energy Private Limited/ 4400000019 Dt 27.05.2025/PO has been issued
29.	Oil Mist Collector	Unit II	20.83	1	20.83	0	20.83	Prem Brothers, Quotation No.: PB/2025-26/095 Date: May 24, 2025/Valid till July 23, 2025
30.	DG SET 320 KVA SDG CPCBIV+	Unit II	25.50	1	25.5	5.1	20.40	Sudhir Power Ltd./ 4400000026Dt17.06.2025/ PO has been issued
31.	Tool presetter	Unit II	19.77	1	19.77	0	19.77	Haimer India Private Limited/HIPL/Q/2425/13724.1/ Date: May 21, 2025/Valid till July 30, 2025
32.	3 Axis Fully Automatic CNC Pipe Bending Machine	Unit II	17.04	1	17.04	0	17.04	Nisha Engineering Works /QTN. NO :10002 Date May 21, 2025/ valid till July 31, 2025
33.	Software Licence Fees For Design	Unit I	16.00	1	16.00	0	16.00	Ekspe Software Services LLP

Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
	and Manufacturing							QT/2025-26/047 Quote Date: June 28, 2025 /Valid till July 31, 2025
34.	Ultrasonic Cleaning Machine	Unit II	15.96	1	15.96	0	15.96	R. K. Transonic Engineers Pvt. Ltd./RFQ: 22042025 /Dated: May 22, 2025/ Valid till December 31, 2025
35.	Design & Architectural Services	Unit II	13.38	1	13.38	0	13.38	Design Atelier, September 23, 2024, 42020102-1, December 31, 2024
36.	Promax All 3 Station Servo Busbar Processing Machine	Unit II	16.96	1	16.96	5.09	11.87	M/sBhavya Machine Tools LLP/4400000016 Dt 26.05.2025/PO has been issued
37.	Ultrasonic Cleaning Machine	Unit II	11.30	1	11.30	0	11.30	R. K. Transonic Engineers Pvt. Ltd./RFQ: 23092024 /Dated: September 23, 2024/ Valid till December 31, 2025
38.	Electrical Panels & Sub Station - Augmentation	Unit II	14.00	1	14.00	2.8	11.20	VY Enterprises/PO-4400000010 Dt 16.05.2025/PO has been issued
39.	Designing Software EMWorks	Unit I	10.93	1	10.93	0	10.93	Reliamotive Labs/Quotation # 25RL47/Date: June 26, 2025/ Valid till July 25, 2025
40.	Supply of PEB Structure	Unit II	9.20	1	9.20	0	9.20	Stelloid Infrastructure/4400000028 Dt 27.06.2025/PO has been issued
41.	SGEOT Crane 3-Ton	Unit II	11.07	1	11.07	2.21	8.86	Light Lift India Private Limited/ 4400000027 Dt 23.06.2025/ PO has been issued
42.	XT320 S2-3.2M Bar Feeder For CNC Automatic Lathe	Unit II	8.55	1	8.55	0	8.55	Yamazaki Machinery & Tools India Private Limited/

Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
								4400000024Dt11.06.2025/PO has been issued
43.	XT320 S2-3.2M Bar Feeder for CNC Automatic Lathe	Unit II	8.55	1	8.55	0.86	7.70	Yamazen Machinery & Tools India Private Limited/ 4400000024Dt11.06.2025/PO has been issued
44.	Pallet Wrapping Machine - HLS	Unit I	6.80	1	6.8	0	6.80	G. K. Enterprises/GKE - IEL / EQPT / Q-10A/Date: June 11, 2025/ Valid till July 31, 2025
45.	Distribution Transformer 500KVA ,33/.433kV	Unit II	9.50	1	9.5	2.85	6.65	Tesla Power Equipments & Projects Private Limited, TPEPPL/4400000015 Dt26.05.2025/PO has been issued
46.	Winding Machine and Accessories	Unit II	5.85	1	5.85	0	5.85	Chawla and Choudhary Trading Co. Pvt. Ltd. Ref. No: CCTC/014/2025-26 Date: May 15, 2025/Valid till July 14, 2025
47.	Fluidized Bed	Unit II	5.54	1	5.54	0	5.54	Krishna Engineering/ QTN: 00222/24-25/ Dated June 11, 2025/ Valid till July 11, 2025
48.	Auto Carton Strapping Machine	Unit I	4.51	1	4.51	0	4.51	G. K. Enterprises/GKE - IEL / EQPT / Q-10A/Date: June 11, 2025/ Valid till July 31, 2025
49.	Servo Stabilizer: Krykard- 25KVA	Unit II	0.46	8	3.68	0	3.68	MAK Machine Tools/Voucher No. QTY/280/2025-26/ Dated June 21, 2025/ Valid till August 20, 2025
50.	Supply And Laying Of Power Cables	Unit II	2.94	1	2.94	0	2.94	VY Enterprises/VYE/25-26/QUOT/139-R/Dated: July 01, 2025/ Valid till August 30, 2025

Sr. No.	Particulars	To be installed at	Price Per Unit (₹ in lakhs)	Quantity	Total Amount (₹ in lakhs)	Advance Paid (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
51.	Carton Sealing Machine	Unit I	2.86	1	2.86	0	2.86	G. K. Enterprises/GKE - IEL / EQPT / Q-10A/Date: June 11, 2025/ Valid till July 31, 2025
52.	Servo Stabilizer: Krykard- 40 KVA	Unit II	0.70	3	2.1	0	2.10	MAK Machine Tools/Voucher No. QTY/280/2025-26/ Dated June 21, 2025/ Valid till August 20, 2025
53.	Software Licence Fees For Design And Manufacturing	Unit I	1.95	1	1.95	0	1.95	Ekspe Software Services LLP QT/2025-26/048 Quote Date: June 28, 2025 / Valid till: July 31, 2025
54.	Shorted Turn Tester	Unit II	0.68	1	0.68	0	0.68	AB instruments/44000000 17 Dt26.05.2025/PO has been issued
55.	Step Down Transformer (Isolation): 10 KVA	Unit II	0.32	2	0.65	0	0.65	MAK Machine Tools/Voucher No. QTY/280/2025-26/ Dated June 21, 2025/ Valid till August 20, 2025
56.	Servo Stabilizer : Capacity 10 KVA	Unit II	0.31	2	0.61	0	0.61	MAK Machine Tools/Voucher No. QTY/280/2025-26/ Dated June 21, 2025/ Valid till August 20, 2025
<b>Total</b>			<b>1,851.13</b>		<b>1,928.07</b>	<b>187.86</b>	<b>1,740.22</b>	

(1) All machinery & equipment amounts are exclusive of applicable taxes

(2) \*Quotation received in Japanese Yen (JPY). Currency conversion rate considered is 1 JPY is equal to 0.59 INR as on June 12, 2025 as per [www.rbi.org.in](http://www.rbi.org.in)

(3) Total estimated cost as per Certificate dated July 14, 2025, issued by M/s Esen Valuers & Chartered Engineers, Independent Chartered Engineer in respect of the proposed expenditure

(4) Amount of Rs.59.74 lakhs to be utilized from internal proceeds.

All quotations received from the vendors mentioned above are valid and adequate as on the date of this Draft Red Herring Prospectus. While we have issued purchase orders for some machinery and equipment, we have not placed orders for the entire capital expenditure. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors

will be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business or engineering requirements of such facilities.

None of the vendors from whom we have procured quotations are related or connected to our Company, Promoters, Directors, Key Managerial Personnel and Senior Management Personnel.

## **2. Funding working capital requirements of the company**

We manufacture a wide range of equipment, components and sub-assemblies across our two manufacturing units to cater to our variety of customers in railway mobility vehicles, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles components segments and sell our finished goods in the domestic as well as international markets. We now intend to expand our operations by increasing the capacity utilisation, enhance our presence in overseas markets and expand our product portfolio by investing in our product development technologies and infrastructure. Further, we are required to maintain higher stocks of raw materials, semi-finished goods and finished goods to cater to last-minute demands, to shield ourselves from the volatile pricing and to stay ahead of competition. Also, our operational infrastructure for manufacturing of our products is working capital intensive and involves maintaining higher than normal level of inventory and debtors and as our capacity utilization increases, our working capital requirements also increases. All these factors result in increase in the quantum of our working capital requirements. Currently we fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and borrowings. The deployment of net proceeds shall be over the course of the financial year 2026 and 2027 in accordance with the working capital requirements of our Company. Our Company proposes to invest ₹ 3,000.00 lakhs of the Net Proceeds towards investment for funding its working capital.

### **(a) Basis of estimation of working capital requirement**

The details of our Company's working capital as at March 31, 2025, March 31, 2024 and March 31, 2023, derived from and the source of funding, on the basis of Restated Standalone Financial Statements as certified by M/s. Baheti & Co., Chartered Accountants, our Statutory Auditors, through their certificate dated July 12, 2025 are set out in the table below:

(₹ in lakhs)

Particulars	For the period ended March 31, 2025 (Audited)	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)
<b>Current Assets</b>			
Trade receivables	3149.97	1,731.66	1,328.81
Work-in Process and Inventories	1,369.02	1,267.95	879.47
Short-term loans and advances	28.12	61.52	75.05
Other Current Assets	649.89	564.19	354.39
<b>Total Current Assets (A)</b>	<b>5,197.01</b>	<b>3,625.32</b>	<b>2,637.72</b>
<b>Current Liabilities</b>			
Trade payables	139.13	125.65	60.27
Other current liabilities	152.25	86.50	101.30
Short-term provisions	143.42	77.78	67.03
Current Tax Liabilities	554.09	361.46	294.83
<b>Total Current Liabilities (B)</b>	<b>988.90</b>	<b>651.40</b>	<b>523.42</b>
<b>Net Working Capital Requirements (A-B)</b>	<b>4,208.11</b>	<b>2,973.92</b>	<b>2,114.30</b>
<b>Source of funds</b>			
Borrowing	-	-	-

Particulars	For the period ended March 31, 2025 (Audited)	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)
Internal accruals	4,208.11	2,973.92	2,114.30

***(b) Estimated working capital requirements***

We propose to utilize ₹ 3,000.00 lakhs of the Net Proceeds in the Financial Year ended March 31, 2026 and March 31, 2027, respectively, towards our Company's working capital requirements. The estimates of the working capital requirements have been prepared based on the management estimates of future financial performance. The projection has been prepared using a set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur. On the basis of existing and estimated working capital requirement of our Company on an audited standalone basis, and assumptions for such working capital requirements, our Board pursuant through its resolution dated July 11, 2025 has approved the projected working capital requirements for the Financial Year 2026 and 2027 and the proposed funding of such working capital requirements as set forth below:

(₹ in lakhs)

Particulars	For the year ended March 31, 2027 (Estimated)	For the year ended March 31, 2026 (Estimated)
<b>Current Assets</b>		
Trade receivables	4,904.03	3,879.80
Work-in Process and Inventories	2,107.34	1,682.90
Other Current Assets	1,646.64	1,077.95
Loans and Advances	59.59	33.83
<b>Total Current Assets (A)</b>	<b>8,717.61</b>	<b>6,674.48</b>
<b>Current Liabilities</b>		
Trade payables	215.68	170.70
Other current liabilities	175.80	187.23
Short-term provisions	1123.47	861.34
<b>Total Current Liabilities (B)</b>	<b>1,514.95</b>	<b>1,219.27</b>
<b>Net Working Capital Requirements (A-B)</b>	<b>7,202.66</b>	<b>5,455.22</b>
<b>Source of funds</b>		
Borrowing	-	-
Internal accruals	5,402.66	4,255.22
Proceeds from the Issue	1,800.00	1,200.00

***(c) Holding levels and key assumptions for working capital requirements***

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for the financial year ended 2025, 2024, and 2023, based on financial statements, as well as estimated for financial year 2027 and 2026.

Particulars	For the year ended March 31, 2027 (Estimated)	For the year ended March 31, 2026 (Estimated)	For the year ended March 31, 2025 (Audited)	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)
Inventories	54	55	55	75	63
Trade Receivables	126	126	126	103	96
Trade payables	11	12	12	15	10

***(d) Key justifications for holding levels***

Particulars	Justification
Inventories	<p>Our inventory days, which represent the number of days our inventory is held, have increased from 63 days in FY 2023 to 75 days in FY 2024 and same has decreased to 55 days in FY 2025 due to better inventory management practices. Going forward, we anticipate our inventory days to be in the range of 54 to 55 days for the year ended FY 2026 and FY 2027.</p> <p>As our business expands and we cater to a diverse international clientele, we often procure a variety of raw materials and components in larger quantities to meet specific customer requirements. This, coupled with minimum order quantities imposed by suppliers, leads to increased inventory levels. Furthermore, recent global supply chain disruptions and increased shipping times have impacted our raw material procurement. This has necessitated holding larger inventories to ensure a continuous supply of materials and avoid production delays. To fulfil the increasing demand for our products, particularly in the international market, we have extended our lead times for certain products. This requires us to maintain higher inventory levels to meet customer expectations and avoid stockouts.</p>
Trade Receivables	<p>Over the past three financial years, we have observed a gradual increase in our trade receivables days. Our trade receivable days were 96 days in FY 2023, which has increased to 103 days in FY 2024, subsequently increasing to 126 days in FY 2025. The increase in trade receivable days is primarily attributed to the characteristics of our customer base, which includes international customers. These customers often have longer payment cycles, typically ranging from 60 to 90 days after receipt and acceptance of goods. Additionally, recent global economic conditions and fiscal tightening measures have led some customers to request extended credit periods. Further, the shift towards sea shipments for certain customers, due to increased air freight costs, has also contributed to longer payment cycles. This mode of transportation generally takes more time, impacting the overall timeline for payment realization.</p> <p>Given the nature of our industry and customer base, we anticipate that our trade receivables days will continue to be relatively high, around 126 days in FY 2026 and 2027. While we strive to optimize our payment terms, it is challenging to significantly reduce the cycle time without compromising customer relationships and business growth.</p>
Trade payables	<p>Our trade payables days were 10 days in FY 2023, 15 days in FY 2024 and 12 days for FY 2025. Going forward also, we expect our trade payable days to be in the similar range of 11 to 12 days for FY 2026 and 2027.</p> <p>Given the nature of the industry in which we operate, particularly the procurement of copper and its derivatives, industry standards dictate advance payments for raw materials. This practice is essential to maintain a robust supply chain from reliable and quality-conscious vendors. To remain competitive in the international market, we prioritize cost-effective procurement of raw materials and components. Prompt payment to vendors is crucial to optimize our input costs and ensure a steady supply of materials. Our strong relationships with vendors, built on trust and mutual understanding, have allowed us some flexibility in payment terms. However, the slight increase in trade payables days from 10 days in FY 2023 to 12 days in FY 2025 is a strategic decision to balance cash flow management with vendor relationships, especially during a period of significant business growth. Our efficient management of payables underscores our commitment to optimizing cash flow and maintaining a healthy financial position.</p>
Short Term Loan & Advances	<p>Short-term loans and advances primarily include advances to suppliers. The value of advances is projected to increase to ₹33.83 lakhs in FY 2026 from ₹59.59 lakhs in FY 2027. The Company's procurement strategy requires advance payments to suppliers for securing discounts, booking critical equipment and ensuring uninterrupted material availability at project sites and fulfil its order book.</p>



Particulars	Justification
Other Current Assets	Other current assets relate to Advance of Income Tax and GST input. All these current assets are expected to change in correlation with the level of operations and profit of the company
Short Term Provisions	Short Term provisions majorly includes Income tax payable and Salary payable. Since business is growing, we have allocated reserve fund for liabilities related to taxes and other such regulatory compliances as well as salaries.
Other Current Liabilities	Other current liabilities include Sundry Creditors and Advance received from Customers. This also related to advances received from customers against the services provided as part of the company's policy to minimize the risk of bad debts and cancellation of orders.

### **Working Capital Justification for Rs. 3,000.00 Lakhs to be utilised from IPO proceeds:**

#### **• Historical Working Capital Analysis**

Looking at the historical data for Inspros Engineers Limited:

Fiscal Year 2023: The Company had a working capital gap of ₹ 75.52 Lakhs (working capital ratio of 41.74%) (Working capital ratio is calculated by dividing Working Capital to Revenue from Operations), funded through internal accruals of the firm and borrowings from Bank. In Fiscal 2023, the working capital requirement was moderate to scale of operations.

Fiscal Year 2024: The working capital gap increased to ₹859.62 Lakhs (working capital ratio of 48.50%) Lakhs due to increase in operations

Fiscal Year 2025: The gap is increased to ₹ 1,234.19 Lakhs (working capital ratio of 46.11%) Lakhs due to increase in operations

#### **Working Capital requirement for FY 2025-26 and FY 2026-27**

The gap is expected to widen to ₹1,247.11 Lakhs and ₹ 1747.44 Lakhs respectively (working capital ratio of 48.69% and 50.88% respectively) due to:

As on June 30, 2025, the company's order book stands at ₹ 7,694.90 lakhs.

Trade receivables are expected to increase to ₹ 3,879.80 Lakhs in FY 2025-26 and ₹ 4904.03 Lakhs in FY 2026-27, primarily due to expected business volume and credit cycles in Fiscal 2026. The allocation will help maintain cash flows and reduce reliance on borrowings.

Better relationship with suppliers and securing better pricing, trade payables are expected to be maintained at 12 days in FY 2025-26 and 11 days in FY 2026-27 which will be the immediate cash requirement of the Company. Also, advances to suppliers and other advances are expected to grow from ₹28.12 Lakhs in Fiscal 2025 to ₹33.83 Lakhs in Fiscal 2026 and ₹ 59.59 Lakhs in Fiscal 2027, reflecting the company's strategy to have favourable pricing and ensure timely execution of the projects

#### **Conclusion**

The allocation of ₹ 3,000.00 Lakhs from the IPO proceeds for working capital is essential for the following:

- Supporting the work orders in hand.
- Mitigating working capital volatility and supporting business growth to achieve order book.

This infusion of funds will ensure that the Company operates efficiently.

### **3. General corporate purposes**

Our Company proposes to deploy the balance proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 15% of the gross proceeds or ₹ 1,000.00 lakhs, whichever is lower, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise net proceeds include, business development initiatives, meeting any expense including salaries, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years.

### **Means of finance**

We propose to fund the requirements of the Objects detailed above from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals.

### **Offer related expenses**

The total expenses for the offer are estimated to be ₹ [●] lakhs. Following is a broad breakup of the forecasted expenses: Other than the listing fees, which will be paid by our Company, all costs, fees and expenses directly attributable to the Offer shall be borne by the Company and the Selling Shareholders, in proportion of gross proceeds received for the Fresh Issue and the Offered Shares in accordance with applicable law. All estimated Offer related expenses to be proportionately borne by the Selling Shareholders shall be deducted from the proceeds of the Offer for Sale, and subsequently, the balance amount from the Offer for Sale will be paid to the Selling Shareholders.

It is clarified that, if the offer is withdrawn or not completed for any reason whatsoever, all offer related expenses shall be shared between the Company and the Selling Shareholders in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the number of Offered Shares offered by the Selling Shareholders in the Offer for Sale, in accordance with Applicable Law. The breakup for the estimated Offer expenses is as follows:

Activity expense	Estimated expenses (₹ in lakhs)	As a % total estimated Offer related expenses <sup>(2)</sup>	As a % of the total Offer size <sup>(2)</sup>
Book Running Lead Manager's fees	[●]	[●]	[●]
Underwriting Fees	[●]	[●]	[●]

Activity expense	Estimated expenses (₹ in lakhs)	As a % total estimated Offer related expenses <sup>(2)</sup>	As a % of the total Offer size <sup>(2)</sup>
Fees payable to Market Maker to the Offer	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Fees payable for Advertising and Publishing expenses	[●]	[●]	[●]
Fees payable to Regulators including Stock Exchanges & Depositories	[●]	[●]	[●]
Payment for Printing & Stationery, Postage etc.	[●]	[●]	[●]
Fees payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others <sup>(2)(3)</sup>	[●]	[●]	[●]
<b>Total estimated Offer expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

Notes:

1. The fund deployed towards offer expenses is ₹ 37.71 lakhs pursuant to certificate issued by our Peer Review Auditors M/s Baheti & Co., Chartered Accountants dated June 16, 2025, and the same will be recouped out of offer expenses.

2. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Individual Applicants and Non – Institutional Applicants, would be [●]% on the allotment amount on the application wherein shares are allotted

3. Includes commission/Processing fees of ₹ [●] per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds ₹ [●] lakhs, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed ₹ [●] lakhs.

### Interim use of Net Proceeds

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

### Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

### Monitoring Utilization of Funds

Since the quantum of Fresh Issue is above ₹ 5,000 Lakhs, in terms of the Regulation 262 of the SEBI (ICDR) Regulations, our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus, to monitor the utilisation of Gross Proceeds of this Offer.

### Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the offer without our Company being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions

of the Companies Act, our Promoters would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, 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 our Promoters, Promoter Group, our Directors, our Key Management Personnel or our Group Company. Except in the normal course of business and in compliance with applicable law, there are no existing or anticipated transactions in relation to utilisation of Net Proceeds with our Promoters, Promoter Group, our Directors, our Key Management Personnels or our Group Company.

Further, pursuant to the offer, the Net Proceeds received by our Company shall only be utilised for objects identified by our Company and for general corporate purposes and none of our Promoter, Promoter Group, Group Company of our Company, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly.

## BASIS OF OFFER PRICE

The Price Band will be determined by our Company in consultation with the BRLM. The Offer Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered in the fresh issue through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to “*Our Business*”, “*Risk Factors*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and “*Restated Financial Statements*” on pages 166, 33, 306, 237, respectively, of this DRHP to have an informed view before making an investment decision

### Qualitative Factors

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

1. A company having a significant global presence.
2. Strong manufacturing capabilities.
3. Experienced promoters and management team.
4. Strong financial performance.

For further details, see “*Our Business – Competitive Strengths*” on page 184 of this Draft Red Herring Prospectus.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “*Restated Financial Statements*” on page 237. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Offer price are as follows:

#### 1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital.

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal 2025	9.58	9.58	3
Fiscal 2024	6.32	6.32	2
Fiscal 2023	5.64	5.64	1
<b>Weighted Average</b>	<b>7.84</b>	<b>7.84</b>	-

#### Notes:

- a) As derived from the Restated Financial Statement of our Company.
- b) Basic and Diluted Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year divided by the weighted average no. of equity shares of face value ₹ 10 each. The weighted average number of Equity Shares outstanding during the year is adjusted for the bonus issue of Equity Shares.
- c) Basic EPS and diluted EPS calculations are in accordance with Indian Accounting Standard 33 ‘Earnings per Share’.
- d) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x weight) for each year divided by the total of weights.

#### 2. Price / Earning (P/E) Ratio in relation to Price band of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the lower end of the price band (no. of times)*	P/E at the higher end of the price band (no. of times)*
P/E ratio based on Basic EPS as at March 31, 2025	[●]	[●]

\* To be updated at Prospectus stage.

### Industry Price / Earning (P/E) Ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	P/E ratio
<b>Industry</b>	
<b>Highest</b>	238.13
<b>Lowest</b>	23.45
<b>Average</b>	105.11

Notes: P/E ratio has been computed based on the closing market price of equity shares on NSE and BSE as on July 24, 2025, divided by the diluted EPS for the year ended March 31, 2025.

### 3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
Fiscal 2025	22.22%	3
Fiscal 2024	19.20%	2
Fiscal 2023	20.96%	1
<b>Weighted Average</b>	<b>21.00%</b>	-

Notes:

- As derived from the Restated Financial Statement of our Company.
- Return on Net worth is calculated as restated, attributable to the owners of the company divided by the total equity excluding non-controlling interest at the end of the relevant year.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year / Total of weights.

### 4. Net Asset Value (NAV) per Equity Share

Financial Year	Net Asset Value per equity share
Net Asset Value per Equity share as of March 31, 2025	43.11
After Completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
Offer Price	[●]

Notes:

- Net asset value per equity share is calculated as net worth as of the end of the relevant year divided by the number of equities shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital and other equities and are based on Restated Financial Statement.

### 5. Comparison with listed industry peer:

The following companies have been identified as relevant comparable based on their alignment with our business model and industry positioning. While their specific product lines may not mirror ours exactly, these organizations operate within the same broader industry sector and market environment.

These entities demonstrate business models that are comparable to our Company's approach and maintain similar operational scale in terms of revenue generation and overall business magnitude. While there are other listed companies within the broader industry or related sectors, both in India and Internationally, they are not comparable due to significant differences in nature, size and market of their business.

The following peer group has been determined based on the companies listed on the Stock Exchanges:

Name of the Company	For the year ended March 31, 2025						
	Face value (₹)	Revenue from operations (₹ in Lakhs)	Basic EPS <sup>(1)</sup> (₹)	Diluted EPS <sup>(1)</sup> (₹)	P/E (based on Diluted EPS)	Return on net worth (%)	NAV per Equity Share (₹)
Inspros Engineers Limited	10	9,126.53	9.58	9.58	[•]	22.22%	43.11
<b>Peer Group</b>							
Salzer Electronics Limited	10	1,41,832.84	35.30	35.21	23.45	8.45%	417.60
Yash Highvoltage Limited	5	15,014.13	8.92	8.92	53.74	14.51%	61.48
Kirloskar Electric Company Limited	10	54,382.00	0.56	0.56	238.13	3.26%	17.28

Source: All the financial information for listed industry peers mentioned above is on a consolidated/Consolidated basis as available sourced from the financial Reports of the peer company uploaded on the NSE and BSE website for the year ended March 31, 2025.

Notes:

1. Basic and Diluted EPS for peers are sourced from the audited financial statements for the relevant year.
2. P/E Ratio has been computed based on the closing market price of equity shares on the NSE and BSE website on July 24, 2025, divided by the Diluted EPS.
3. RoNW is computed as net profit after tax attributable to owners of the company divided by total closing equity attributable to the owners of the company.
4. NAV is computed as the closing net worth divided by the outstanding number of equity shares.

Bidders should read the above-mentioned information along with “Risk Factors”, “Our Business”, Management Discussion and Analysis of Financial Position and Results of Operations” and “Financial Information” on pages 33, 166, and 237, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

## 6. Key financial performance indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals.

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 utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance

KPI	Explanations
Lakhs)	of our Company and size of our business.
Total Revenue	Total Revenue is used to tack the total revenue generated by the business including other income.
EBITDA (₹ Lakhs)	EBITDA provides information regarding the operational efficiency of the business and operating EBITDA is net of other income
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Return on Equity (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track how effectively a company is utilizing its working capital to generate revenue.
NAV/ Book Value	This metric helps to calculate the Book value of the company from its equity reserves and surplus.
Return on Net Worth (%)	RoNW provides how efficiently our Company generates profits from shareholders' net worth.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 16, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the 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 DRHP. Further, the KPIs herein have been certified by Baheti & Co., Chartered Accountants, by their certificate dated June 16, 2025.

#### Financial KPI of our Company

Sr. No.	Metric	As of and for the Fiscal		
		2025	2024	2023
1	Revenue From operations (₹ in Lakhs)	9,126.53	6,131.87	5,065.78
2	Growth in Revenue %	48.84%	21.04%	-
3	Total income (₹ in Lakhs)	9,412.64	6,319.42	5,287.11
4	EBITDA (₹ in Lakhs)	2,489.21	1,664.50	1,421.21
5	Growth in EBITDA %	49.55%	17.12%	-
6	EBITDA Margin (%)	27.27%	27.15%	28.06%
7	Profit after tax (₹ in Lakhs)	1,597.18	1,048.84	936.87
8	Growth in PAT %	52.28%	11.95%	-
9	EPS	9.58	6.32	5.64
10	Growth in EPS %	51.60%	11.95%	-
11	PAT Margin (%)	17.50%	17.10%	18.49%
12	Return on Equity (ROE) (%)	22.22%	19.20%	20.96%



Sr. No.	Metric	As of and for the Fiscal		
		2025	2024	2023
13	Debt To Equity Ratio	0.04	0.07	0.02
14	Interest Coverage Ratio	32.29	30.07	65.77
15	Return on Capital Employed (ROCE) (%)	30.00%	24.88%	27.27%
16	Current Ratio	4.73	4.95	5.17
17	Net Capital Turnover Ratio	2.19	2.07	2.32
18	NAV / Book Value	43.11	32.91	26.93
19	Return on Net Worth	22.22%	19.20%	20.96%

**Notes:**

- a) As certified by Baheti & Co., Chartered Accountants pursuant to their certificate dated June 16, 2025. The Audit committee in its resolution dated June 16, 2025 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.
- b) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- c) Growth in Revenue means growth in % terms of the current year as compared to the preceding year.
- d) Total Income means the sum of Revenue from Operations and Other Income
- e) EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from continued operations and exceptional items.
- f) Growth in EBITDA % means growth in % terms of the current year as compared to the preceding year.
- g) EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- h) Profit after Tax refers to sum of total income less total expenses after considering the tax expense
- i) Growth in PAT % means growth in % terms of the current year as compared to the preceding year.
- j) EPS is Earnings per share calculated as Profit attributable to shareholders of the company divided by the weighted average number of shares outstanding during the period.
- k) Growth in EPS % means growth in % terms of the current year as compared to the preceding year
- l) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
- m) Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.
- n) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).
- o) The Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by interest expense.
- p) Return on Capital Employed (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as net worth and total debt.
- q) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- r) Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).
- s) NAV is defined as Net Asset Value and is calculated as Shareholders Net worth divided by the weighted average number of shares outstanding during the period.
- t) RoNW is defined as Return on Net Worth that is Equity share capital add reserves and other equity divided by the weighted average number of shares outstanding during the period.

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page 306 for the reconciliation and the manner of calculation of our key financial performance indicators.

**Comparison of financial KPIs of our Company and our listed peer**

Peers	Inspros Engineers Limited			Salzer Electronics Limited			Yash Highvoltage Limited			Kirloskar Electric Company Limited		
Metrics	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue From operations (₹ in Lakhs)	9,126.53	6,131.87	5,065.78	1,41,832.84	1,16,631.43	1,03,717.24	15,014.13	10,848.08	9,036.21	54,382.00	55,735.08	47,354.79
Growth in Revenue %	48.84%	21.04%	-	21.61%	12.45%	-	38.40%	20.05%	-	(2.43%)	17.70%	-
Total income (₹ in Lakhs)	9,412.64	6,319.42	5,287.11	1,42,364.71	1,16,826.19	1,03,887.34	15,215.46	10,912.25	9,061.16	55,157.00	56,533.93	49,580.13
EBITDA (₹ in Lakhs)	2,489.21	1,664.50	1,421.21	13,921.47	11,892.72	9,761.80	3,401.28	2,079.25	1,940.67	3,320.00	4,474.78	5,856.07
Growth in EBITDA %	49.55%	17.12%	-	17.06%	21.83%	-	63.58%	7.14%	-	(25.81%)	(23.59%)	-
EBITDA Margin (%)	27.27%	27.15%	28.06%	9.82%	10.20%	9.41%	22.65%	19.17%	21.48%	6.10%	8.03%	12.37%
Profit after tax (₹ in Lakhs)	1,597.18	1,048.84	936.87	5,246.45	4,706.56	3,961.86	2,140.77	1,206.27	1,142.23	374.00	1,407.87	3,107.43
Growth in PAT %	52.28%	11.95%	-	11.47%	18.80%	-	77.47%	5.61%	-	(73.44%)	(54.69%)	-
EPS	9.58	6.32	5.64	35.30	27.38	24.21	8.92	5.45	5.16	0.56	2.12	4.68
Growth in EPS %	51.60%	11.95%	-	28.93%	13.09%	-	63.76%	5.61%	-	(73.44%)	(54.69%)	-
PAT Margin (%)	17.50%	17.10%	18.49%	3.70%	4.04%	3.82%	14.26%	11.12%	12.64%	0.69%	2.53%	6.56%
Return on Equity (ROE) (%)	22.22%	19.20%	20.96%	9.49%	9.80%	9.59%	14.51%	28.63%	35.60%	3.26%	17.10%	33.82%
Debt To Equity Ratio	0.04	0.07	0.02	0.76	0.64	0.67	0.15	0.17	0.24	1.01	1.54	1.45
Interest Coverage Ratio	32.29	30.07	65.77	2.81	2.90	3.10	9.93	8.97	15.19	1.16	1.55	2.38
Return on Capital Employed (ROCE) (%)	30.00%	24.88%	27.27%	11.93%	12.54%	11.73%	18.39%	37.73%	43.60%	12.26%	19.03%	23.77%
Current Ratio	4.73	4.95	5.17	1.47	1.52	1.41	2.88	1.71	1.79	0.35	0.39	0.33
Net Capital Turnover Ratio	2.19	2.07	2.32	5.24	4.80	5.71	1.67	6.69	5.13	(2.07)	(2.07)	(1.64)
NAV / Book Value	43.11	32.91	26.93	417.60	282.56	255.01	61.48	19.03	14.49	17.28	12.40	13.83
Return on Net Worth	22.22%	19.20%	20.96%	8.45%	9.69%	9.49%	14.51%	28.63%	35.60%	3.26%	17.10%	33.84%

**Notes:**

- 1) Data taken for the peers is as per the filings made by the company for the financial year 2025 with the stock exchanges, the rest of the data for the years 2024 and 2023 is taken from the annual report of the respective companies.
- 2) The listed peers operate within the same broader industry, but their business models and key product offerings may not be identical to ours, exhibiting some differences.

**Notes:**

- a) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
- b) *Growth in Revenue means growth in % terms of the current year as compared to the preceding year.*
- c) *Total Income means the sum of Revenue from Operations and Other Income*
- d) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from continued operations and exceptional items.*
- e) *Growth in EBITDA % means growth in % terms of the current year as compared to the preceding year.*
- f) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
- g) *Profit after Tax refers to sum of total income less total expenses after considering the tax expense*
- h) *Growth in PAT % means growth in % terms of the current year as compared to the preceding year.*
- i) *EPS is Earnings per share calculated as Profit attributable to shareholders of the company divided by the weighted average number of shares outstanding during the period.*
- j) *Growth in EPS % means growth in % terms of the current year as compared to the preceding year*
- k) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*
- l) *Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.*
- m) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*
- n) *The Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by interest expense.*
- o) *Return on Capital Employed (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as net worth and total debt.*
- p) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
- q) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*
- r) *NAV is defined as Net Asset Value and is calculated as Shareholders Net worth divided by the weighted average number of shares outstanding during the period.*
- s) *Return on Net Worth is calculated as Profit attributable to shareholders of the company divided by the net worth i.e shareholders equity.*

**7. Weighted average cost of acquisition (“WACA”), floor price and cap price**

- a) *Price per share of the Company based on primary issuances of Equity Shares or convertible securities (excluding issuance of Equity Shares under ESOS or pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-transaction capital before such transactions) in a single transaction or multiple transactions combined together over a span of rolling 30 days.*

Date of allotment	No. of equity shares allotted*	Face value per equity share (₹)	Issue price per equity share (₹) *	Nature of allotment	Nature of consideration	Total Consideration (in ₹ Lakhs)
April 08, 2024	1,64,98,350	10	-	Bonus Issue	Other than Cash	-
October 14, 2024	1,61,000	10	90	Preferential Allotment	Cash	144.90
<b>Weighted average cost of acquisition (WACA)</b>						<b>0.87</b>

- b) *Price per share of the Company based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of the Promoters, Selling Shareholders, members of*

*the Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-transaction capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days. There are no transactions as stated above.*

Date of Transfer	Name of Transferor	Name of Transferee	No. of Securities	Nature of Securities	Face value of Securities	Price of securities (₹)	Nature of transaction	Nature of consideration	Total Consideration
April 26, 2024	Janak Mullick	Vipin Mullick	8,29,917	Equity	10	NA	Gift	Other than Cash	NA
April 26, 2024	Janak Mullick	Anandita Mullick	5,89,085	Equity	10	NA	Gift	Other than Cash	NA
April 29, 2024	Janak Mullick	Vandana Chakravart y	1,000	Equity	10	NA	Gift	Other than Cash	NA
<b>Weighted average cost of acquisition (WACA)</b>					<b>NIL</b>				

*Note:*

*1) Bonus shares allotted in the ratio of one equity share for every two equity shares pursuant to allotment dated April 08, 2024.*

*2) Each equity share of our Company of face value of ₹ 100 was sub-divided to 10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on April 01, 2024*

Floor price and cap price being [●] times the weighted average cost of acquisition (WACA) based on primary/ secondary transaction(s) as disclosed in terms of clause (a) and (b), shall be disclosed in the following manner:

Past Transactions	Weighted average cost of acquisition	Floor Price	Cap Price
	(₹)	₹[●]	₹[●]
WACA of Equity Shares that were issued by our Company	0.87	N.A.	N.A.
WACA of Equity Shares that were acquired or sold by way of secondary transactions	N.A.	N.A.	N.A.
Since there were no primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction, is as below:			
a) Based on primary issuances	0.87	[●]	[●]
b) Based on secondary transactions	NIL	[●]	[●]

**c) Justification for Basis for Offer Price.**

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's key performance indicators and the Fiscals 2025, 2024 and 2023.

[●]\*

*\*To be included upon finalization of Price Band*

**d) The Offer Price is [●] times of the Face Value of the Equity Shares.**

*The Offer Price of ₹ [●] has been determined by our Company and Selling Shareholders in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages 33, 306, 166, and 237, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.*

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
**The Board of Directors**  
**Inspros Engineers Limited**  
126, Sector-A  
Industrial Area  
Mandideep, 462046

Dear Sir(s):

**Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Inspros Engineers Limited**

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We report that the enclosed statement in **Annexure A**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), as amended by the Finance Act, 2025 i.e. applicable for FY 2025-26 and AY 2026-27, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the Inspros Engineers Limited of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is 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 Issue. We are neither suggesting nor advising the investor to invest money based on this statement.

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; or
- ii) the conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

**For, BAHETI & CO.**  
Chartered Accountants  
FRN No.006287C

**CA. DEEPAK BAHETI**  
**(PARTNER)**  
M. No.075063  
Place: Bhopal  
Date: June 16, 2025  
UDIN No.: 25075063BMGYAC7032

## **Annexure-A**

### **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2024 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.

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)**

Mentioned herein, there are no possible special tax benefits available to the company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)**

Mentioned herein, there are no possible special tax benefits available to the Shareholders under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962

Notes:

- 1. We have not considered the general tax benefits available to the Company, or shareholders of the Company.*
- 2. The above is as per the Tax Laws as on date.*
- 3. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
- 4. This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.*

## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “*Electrifying Progress: Powering India’s Future through Engineering Innovation*” dated July 18, 2025 (the “Infomerics Report”), exclusively prepared and issued by Infomerics Analytics & Research, who were appointed by our Company pursuant to an engagement letter dated July 18, 2025, and the Infomerics Report has been commissioned by and paid for by our Company in connection with the Offer. A copy of the Infomerics Report is available on the website of our Company at [www.inspros.com](http://www.inspros.com).

There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the Infomerics Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information.

The recipient should not construe any of the contents of the Infomerics Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. For more information, see “Risk Factors – Risk Factor 39 - This Draft Red Herring Prospectus contains information from an industry report prepared by Infomerics Analytics & Research, commissioned by us for the purpose of the Offer for an agreed fee” on page 54.

#### 1. Global Microeconomic Scenario

The global economy is projected to experience a deceleration in growth, with global GDP expanding by 2.8% in CY 2025, down from 3.3% in CY 2024. This slowdown is attributed to escalating trade tensions, particularly due to new U.S. tariffs, and heightened policy uncertainties. Global headline inflation is expected to decline to 4.3% in CY 2025 and further to 3.6% in CY 2026, as inflationary pressures ease across advanced economies, aided by tighter monetary policy, improved labour market conditions, and the resolution of supply disruptions. However, global trade growth is forecasted to slow significantly to 1.7% in CY 2025, reflecting the effects of escalating trade barriers and geopolitical instability.

In China, economic prospects remain constrained as the IMF downgraded its CY 2025 GDP growth forecast to 4.0%, due to persistent challenges in the real estate sector, weak consumer demand, and trade-related pressures. In Europe, growth is expected to stagnate, with Germany’s GDP forecast at 0.0% in CY 2025, amidst trade disruptions and domestic weaknesses. The EU is actively seeking to address these challenges through renewed trade dialogue with the U.S.

Meanwhile, India continues to show resilience, with the IMF projecting stable real GDP growth of 6.2% in CY 2025, followed by a slight uptick to 6.3% in CY 2026. This is supported by robust rural consumption and sustained infrastructure investment. The IMF notes that India remains one of the fastest-growing major economies, driven by favourable demographics, expanding digital infrastructure, and rising investment activity. Consumer price inflation in India is projected to moderate to 4.2% in CY 2025, staying within the Reserve Bank of India’s (RBI) target range of 2–6%, which helps maintain purchasing power and economic stability. The IMF also highlights the importance of continued structural reforms in India, particularly in labour markets, logistics, and capital formation, to sustain medium-term growth momentum.

Overall, while inflation is declining globally, the economic outlook remains clouded by geopolitical uncertainty, trade fragmentation, and region-specific structural challenges. However, India’s relative macroeconomic stability, demographic advantage, and ongoing investment cycle place it in a strong position amid global headwinds.

#### 1.1 Global GDP Growth Scenario



The global economy began to recover from its lowest levels following the lifting of lockdowns in 2020 and 2021. The pandemic-induced lockdown was a key factor that severely disrupted economic activities, leading to a recession in CY 2020, where global GDP contracted by -2.7%.

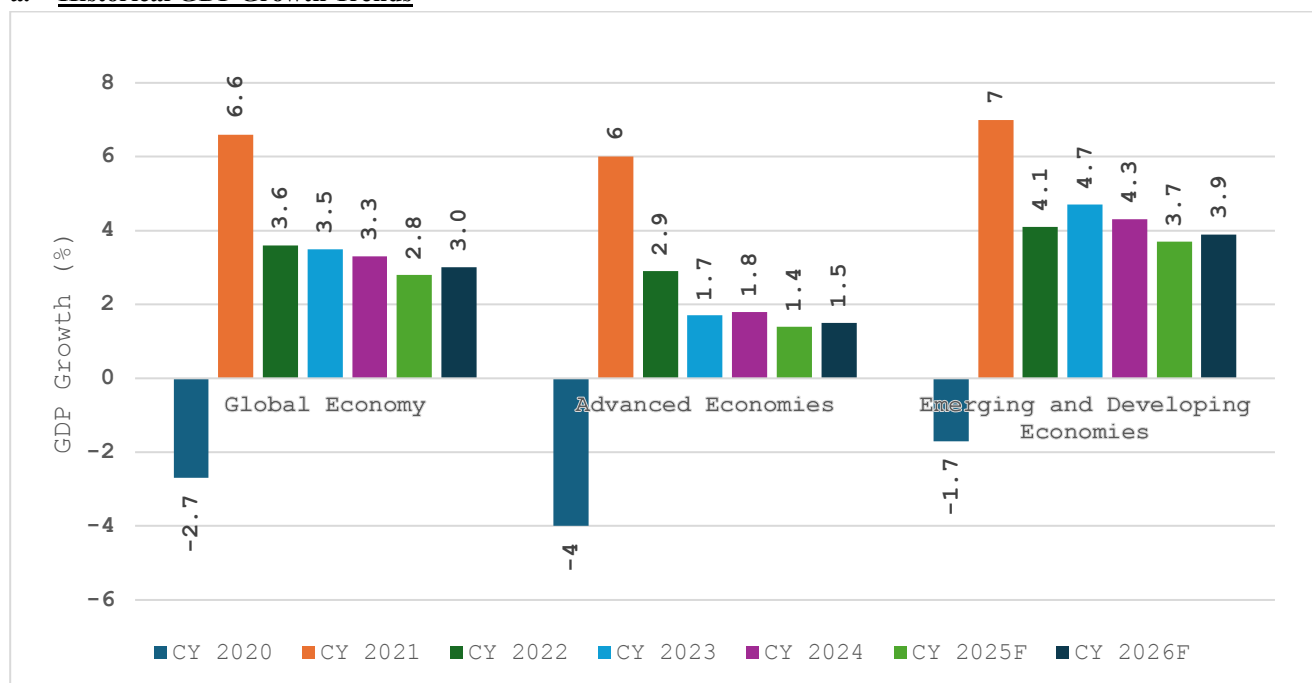
In CY 2021, supply chain disruptions significantly impacted both advanced economies and low-income developing economies. The rapid spread of the Delta variant and the threat of new variants in mid-2021 further heightened uncertainty in the global economic environment.

Global economic activity saw a sharper-than-expected slowdown in CY 2022. The highest inflation in decades, observed in 2022, forced most central banks to tighten their monetary & fiscal policies. Russia's invasion of Ukraine exacerbated global food supply issues, further increasing the cost of living.

Despite initial resilience in early CY 2023, marked by a rebound from the pandemic and progress in curbing inflation from the previous year's highs, the situation remained precarious. Economic activity continued to lag its pre-pandemic trajectory, especially in emerging markets and developing economies, leading to widening regional disparities. Several factors impeded recovery, including the lasting impacts of the pandemic, geopolitical tensions, tightening monetary policies to combat inflation, reductions in fiscal support amid high debt levels, and extreme weather conditions. As a result, global growth slowed from 3.6% in CY 2022 to 3.5% in CY 2023.

The global economy maintained moderate momentum in CY 2024, with real GDP growth estimated at 3.3%, supported by easing inflationary pressures, recovering supply chains, and resilient consumer demand in some major economies. Advanced economies, particularly the U.S., benefitted from strong labour markets and improved private consumption. However, growth remained uneven across regions, with emerging markets facing tighter financial conditions and subdued export demand. Inflation declined faster than anticipated in many regions, enabling some central banks to consider gradual monetary easing by the end of the year.

#### a. Historical GDP Growth Trends



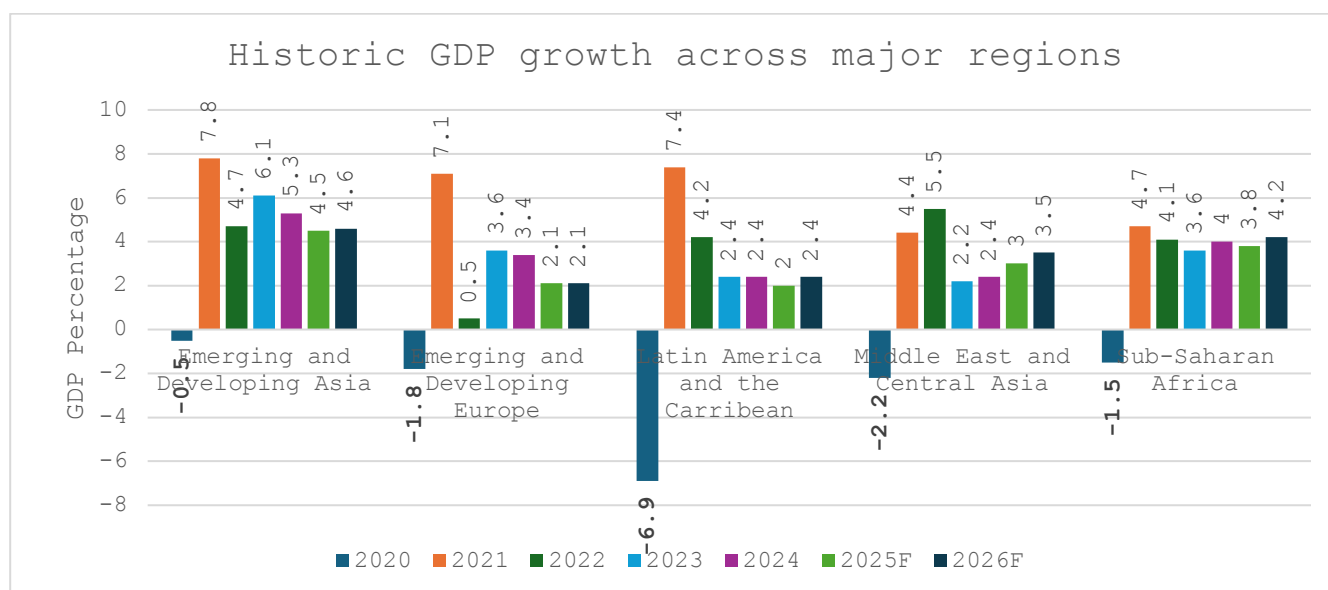
F – Forecast, Source – IMF World Economic Outlook April 2025

Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)

In the current scenario, global GDP growth is projected to decelerate to 2.8% in CY 2025, reflecting mounting economic pressures across both advanced and emerging markets. This marks a significant slowdown driven by intensifying trade fragmentation, the impact of new U.S. tariffs, and elevated geopolitical tensions. Structural weaknesses such as the ongoing real estate crisis in China, stagnant growth in the Eurozone, and tight financial conditions in major economies are expected to weigh heavily on global output. Additionally, stress in housing and banking sectors, coupled with subdued industrial activity, is contributing to a muted growth outlook. On the inflation front, the IMF projects global headline inflation to decline to 4.3% in CY 2025, continuing a disinflationary trend as energy prices stabilize and supply-side disruptions ease. The softening of labour markets—reflected in lower job vacancy rates and modest increases in unemployment—is also expected to help reduce core inflation. This provides room for some central banks to initiate cautious interest rate cuts, although the broader economic outlook remains uncertain due to persistent global risks.

### 1.3 GDP Growth Across Major Regions

GDP growth across major global regions—including Europe, Latin America & the Caribbean, Middle East & Central Asia, and Sub-Saharan Africa—continues to display varied trajectories. While some regions are stabilizing post-pandemic, others remain challenged by structural and cyclical issues. The global outlook presents a mixed scenario, with emerging economies continuing to outperform advanced economies.



Source-IMF World Economic Outlook April 2025 update.

In Emerging and Developing Asia, growth is projected to moderate from 5.3% in CY 2024 to 4.5% in CY 2025, before recovering slightly to 4.6% in CY 2026. India is expected to grow at 6.2% in CY 2025, supported by resilient rural consumption and sustained infrastructure investments, though lower than 6.5% growth recorded in CY 2024. In contrast, China's growth is likely to decelerate to 4.0% in CY 2025, amid persistent real estate concerns and weak domestic demand.

Sub-Saharan Africa is projected to grow at 3.8% in CY 2025, slightly below the 4.0% growth in CY 2024, with a further improvement to 4.2% in CY 2026. The recovery is being aided by improved weather conditions and better functioning supply chains.

In the Middle East and Central Asia, the economy is forecasted to expand at 3.0% in CY 2025, up from 2.4% in CY 2024, and further strengthen to 3.5% in CY 2026, driven by stabilization in oil production and ongoing economic reforms.

For Latin America and the Caribbean, modest growth of 2.0% is forecast for CY 2025, holding steady from CY 2024, with expectations of a rebound to 2.4% in CY 2026, helped by stronger macroeconomic management across key economies.

Emerging and Developing Europe remains subdued, with growth estimated at 2.1% in CY 2025, down from 3.4% in CY 2024, expected to be stable at 2.1% by CY 2026. The region continues to face structural manufacturing challenges, particularly in major economies like Germany.

Overall, while global growth is expected to remain steady, regional disparities persist, influenced by a combination of domestic challenges, external geopolitical tensions, and fluctuating commodity prices.

## **1.4 Global Economic Outlook**

At the midpoint of the year, so far in 2025 the global economy continues to exhibit mixed performance, with divergence in outcomes across regions due to differences in economic growth, inflation dynamics, and policy responses. The global GDP growth is projected at 2.8% in CY 2025, down from an estimated 3.3% in CY 2024. While short-term prospects have improved since early 2024 due to easing inflation and gradual loosening of monetary policy in several regions, the broader environment remains challenging. Structural headwinds—such as tighter credit conditions, supply-side bottlenecks, and lingering geopolitical risks—are keeping global growth below historical averages.

One of the key downside risks identified is the disruption to global trade flows caused by the Red Sea crisis. The escalation of Houthi rebel attacks on commercial shipping in the Red Sea and Gulf of Aden since late 2023 has led to widespread rerouting of cargo vessels around the Cape of Good Hope. This has resulted in higher shipping costs, longer delivery times, and renewed pressure on global supply chains, particularly for Europe and parts of Asia. According to the IMF, the crisis has caused a measurable decline in trade volumes in early 2025. While the medium-term impact may moderate as supply chains adjust, elevated freight rates and shipping insurance costs continue to weigh on import-dependent economies.

The United States has continued to outperform other advanced economies, with growth projected at 1.8% in 2025, though slightly down from 2.8% in 2024, as the economy absorbs the lagged effects of previous monetary tightening and persistent inflation. In contrast, the Euro Area remains subdued, with GDP growth expected at 0.8% in 2025, supported by the European Central Bank's first-interest rate cuts since 2019 (implemented in June 2024) and stronger domestic demand. However, countries like Germany, France, and Italy continue to struggle due to weak manufacturing performance and higher shipping costs arising from Red Sea disruptions, whereas Greece and Spain have benefited from robust tourism activity.

In China, growth has held up at a projected 4.0% for CY 2025, supported by targeted stimulus and a gradual recovery in the real estate sector. Growth in the rest of Asia is also benefiting from a revival in global trade and domestic demand, although export-reliant economies like South Korea and Japan have been negatively affected by longer maritime shipping routes and rising logistics costs. India remains one of the strongest performers globally, with GDP growth forecasted at 6.2% in 2025, supported by robust consumption, capital investment, and favourable demographics.

In Latin America and the Caribbean, growth is more uneven. Larger economies like Brazil and Mexico are seeing moderate expansions, but the overall regional outlook is weaker, with GDP growth forecast at 2.0% in 2025, due to external headwinds, commodity price volatility, and political uncertainty. Meanwhile, Sub-Saharan Africa's growth is expected to slow slightly to 3.8%, as global financial conditions tighten, and oil-exporting nations face declining revenues.

The Middle East and North Africa (MENA) region is also seeing tempered prospects, with growth revised down to 2.6%, influenced by lower oil prices, reduced maritime trade activity through the Suez Canal, and heightened regional tensions.

Globally, industrial production has remained sluggish through the first half of 2025, constrained by high interest rates, trade fragmentation, and lingering supply chain disruptions from the Red Sea crisis. However, a mild recovery is anticipated in the second half of the year as global trade stabilizes and domestic demand for goods strengthens. Central banks in several advanced economies—including the Eurozone, Switzerland, Sweden, and Canada—have begun cutting rates to support demand, though inflation trends remain uneven. Disinflation has progressed slower than expected, particularly in services and wage-heavy sectors, making monetary easing cautious and data-dependent.

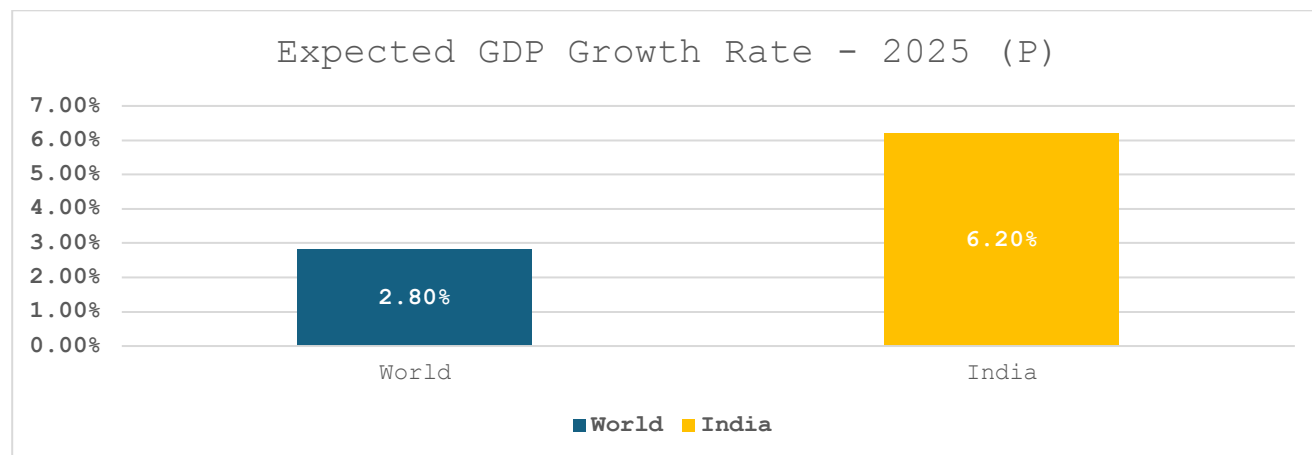
Overall, the global economy appears to be stabilizing, but growth in CY 2025 remains below historical averages. Advanced economies continue to grow modestly under the weight of tight policies and weak external demand, while emerging markets, particularly in Asia, show stronger but slowing momentum. The outlook for the remainder of 2025 depends significantly on geopolitical developments—especially in the Red Sea and Ukraine—along with the trajectory of inflation and the pace of monetary easing.

## **2. India's Microeconomic Scenario**

### **2.1 Gross Domestic Product (GDP)**

*India Expected to Grow at Twice the Pace of Global Economic Growth*

The global economy continues to face persistent challenges, including the lingering effects of the COVID-19 pandemic, heightened geopolitical tensions, and climate-related disruptions that have affected energy and food supply chains. Global real GDP growth is projected at 2.8% in 2025, indicating a moderation in global momentum. In contrast, India's real GDP is projected to grow at 6.2% in 2025, continuing its trend of significantly outpacing global averages and reaffirming its position as the fastest-growing major economy. This implies that India is expected to grow at more than twice the pace of global GDP, supported by strong domestic demand, structural reforms, and increased infrastructure investment. India's resilience among the G20 economies further strengthens its role as a key driver of global economic growth in the coming years.



### Global and India Growth Outlook Projections (Real GDP growth)

*Notes: P-Projection; Source: IMF – World Economic Outlook, April 2025*

### India's Economic Growth Momentum Remains Strong, Poised to Surpass USD 4 Trillion by 2025

In FY 2024-25, India was the fifth-largest economy globally, with an estimated real Gross Domestic Product (GDP) at constant prices of INR 184.88 lakh crore, against the Provisional Estimate of GDP for the year 2023-24 of INR 173.82 lakh crore registering a GDP growth rate of 6.4% as compared to 8.2% in FY 2023-24. Since FY 2005, India's GDP growth has consistently outpaced global economic growth, often growing at nearly twice the global average, and this trend is expected to continue over the medium term.

According to IMF, India's GDP is projected to cross USD 4 trillion in CY 2025 and is on track to become the fourth-largest economy by CY 2025 surpassing Japan.

*Source: MOSPI, first advance estimates of GDP 2024-25 released on January 7<sup>th</sup>, 2025*

### GDP Growth Rate Projections for India

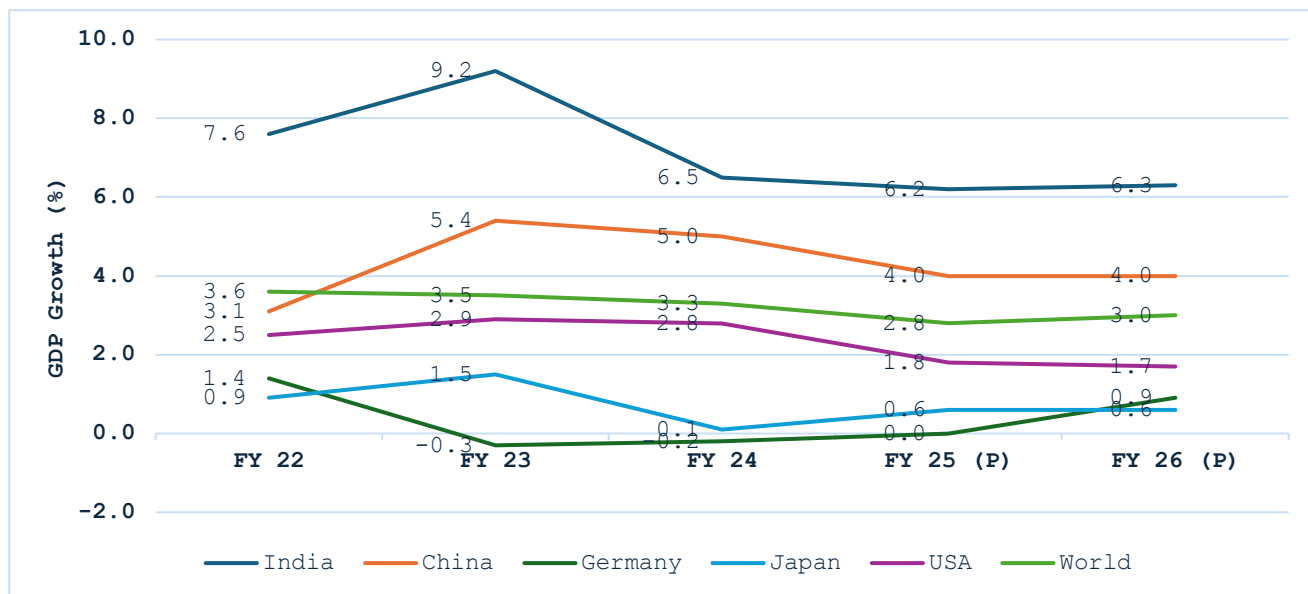
GDP growth projections by Government of India and other agencies are summarised below:

	Estimated GDP Growth Rate		
	FY 25E	FY 26E	FY 27E
<b>Ministry of Finance, GOI</b>	6.4%	6.3%-6.8%	N.A.
<b>IMF*</b>	6.2%	6.3%	N.A.
<b>RBI#</b>	6.6%	6.5%	N.A.
<b>National Statistical Office (NSO)@</b>	6.4%	N.A.	N.A.
<b>PHDCCI@</b>	6.5%	6.7%	6.7%
<b>S&amp;P Global@</b>	6.8%	6.5%	6.8%
<b>Morgan Stanley@</b>	6.3%	6.5%	6.5%
<b>Asian Development Bank#</b>	6.5%	6.7%	N.A.
<b>Moody's Agency</b>	6.1%	N.A.	N.A.
<b>Fitch Ratings@</b>	6.3%	6.5%	6.3%

*\* Source: World Economic Outlook Update April 2025*

@ Data is updated as of 28th March 2025, #updated as of 10th April 2025

## India and Top 5 Global Economies GDP Growth Forecast



Note: P = Projections, Source: IMF World Economic Outlook April 2025 update.

In September 2024, India achieved a significant milestone by overtaking Japan to become the third most powerful nation in the Asia-Pacific region, as per the Asia Power Index 2024. India's overall score rose to 39.1, reflecting a 2.8-point increase from the previous year, driven by growing influence across economic, military, and diplomatic dimensions.

Key factors behind India's rise include its strong economic performance, expanding and youthful workforce, and increasing strategic engagement across the region. India's Economic Capability improved significantly, supported by its position as the world's third-largest economy in terms of purchasing power parity (PPP). Additionally, a notable increase in its Future Resources score highlights the demographic advantage that is expected to sustain its growth trajectory in the coming years.

## 2.2 Gross Value Added (GVA)

Gross Value Added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side whereas GDP represents consumption.

### Industry and Services sector leading the recovery charge

- India's economy demonstrated robust growth across various sectors. The gap between GDP and GVA growth turned positive. The positive gap between GDP and GVA growth indicates robust tax collections contributing to GDP growth.
- India's sector-wise economic performance in FY 2024–25 reveals a shift in momentum across its primary, secondary, and tertiary sectors, with notable differences compared to the previous fiscal year.
- The Primary Sector—comprising agriculture, livestock, forestry, fishing, and mining & quarrying—registered a growth of 3.6% in FY25, showing a notable improvement from the 2.1% growth in FY24. This uptick can be attributed to stronger performance in agriculture and allied activities, along with moderate gains in mining and quarrying. However, erratic monsoon patterns and rising input costs may have constrained agricultural output during the year.
- In contrast, the Secondary Sector—which includes manufacturing, electricity, gas, water supply & other utilities, and construction—recorded a solid growth of 6.5% in FY25, though lower than the impressive 9.7% growth seen in the previous year. This resilient performance was primarily driven by a notable recovery in manufacturing and robust momentum in infrastructure-related segments like construction and utilities.

- The Tertiary Sector or services sector posted 7.2% growth in FY25, slightly lower than the 7.6% achieved in FY24, yet it remained a major pillar of overall economic growth. Strong performances were observed in trade, hotels, transport, financial services, real estate, and professional services. However, public administration and defence services saw more modest growth, slightly dampening the overall momentum in this segment.
- Overall, growth in India's real Gross Value Added (GVA) in FY25 was primarily driven by the resurgence of the secondary sector and sustained strength in key segments of the services sector, even as the primary sector showed signs of moderation.

### Sectoral Growth (Y-o-Y % Growth) - at Constant Prices

Source: MOSPI, First advance estimates of GDP 2024-25, released on January 7, 2025

## 2.3 Consumer Price Index (CPI)

### Inflation Stable Inflationary Environment

In fiscal year 2025 (FY25), India's General Index inflation, as measured by the Consumer Price Index (CPI), averaged 4.6%, marking the lowest annual inflation rate since 2018–19. This moderation in inflation reflects a significant improvement in the country's price stability post-COVID. In March 2025, CPI Inflation stood at 3.34%, the lowest monthly rate since August 2019, indicating sustained disinflationary momentum in recent months.

Source: - RBI, Annual Report-Inflation, Money and Credit Dated May 29<sup>th</sup>, 2025

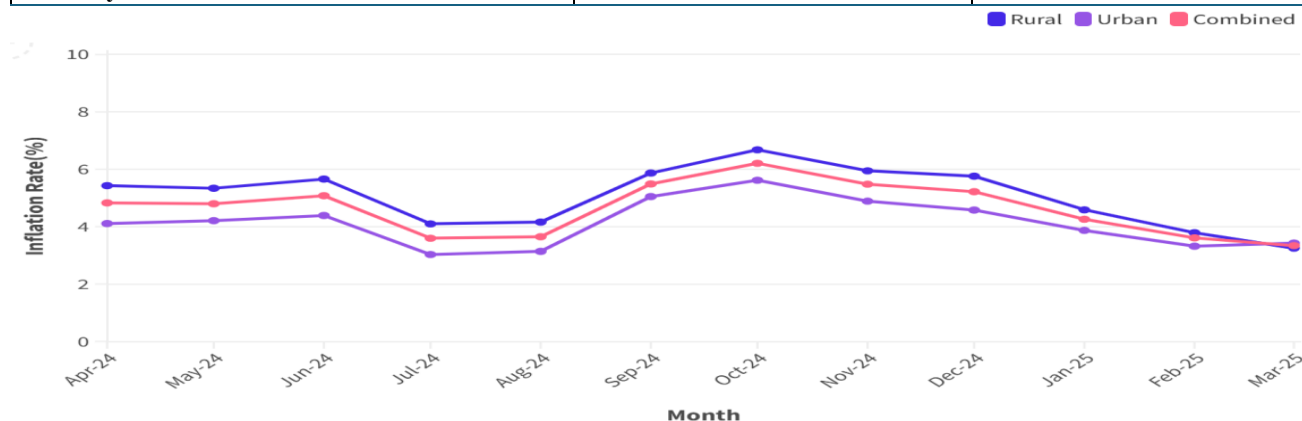
Several key factors contributed to this decline in inflation:

The Reserve Bank of India (RBI) pursued a pro-growth monetary policy, aiming to strike a balance between supporting economic recovery and containing inflation. In parallel, the government actively intervened in food markets, particularly by augmenting buffer stocks of essential commodities and releasing them strategically to stabilize prices. These coordinated efforts helped ease supply-side pressures, especially on food inflation.

Looking ahead, projected CPI inflation for FY26 to average around 4%, signalling continued focus on maintaining price stability. In support of this trajectory, the RBI recently announced a cut in the repo rate, which is expected to result in a more accommodative monetary policy stance in the coming months. This environment of low inflation and easing interest rates may provide a favourable backdrop for economic expansion in the near term.

### India's CPI Inflation Monthly

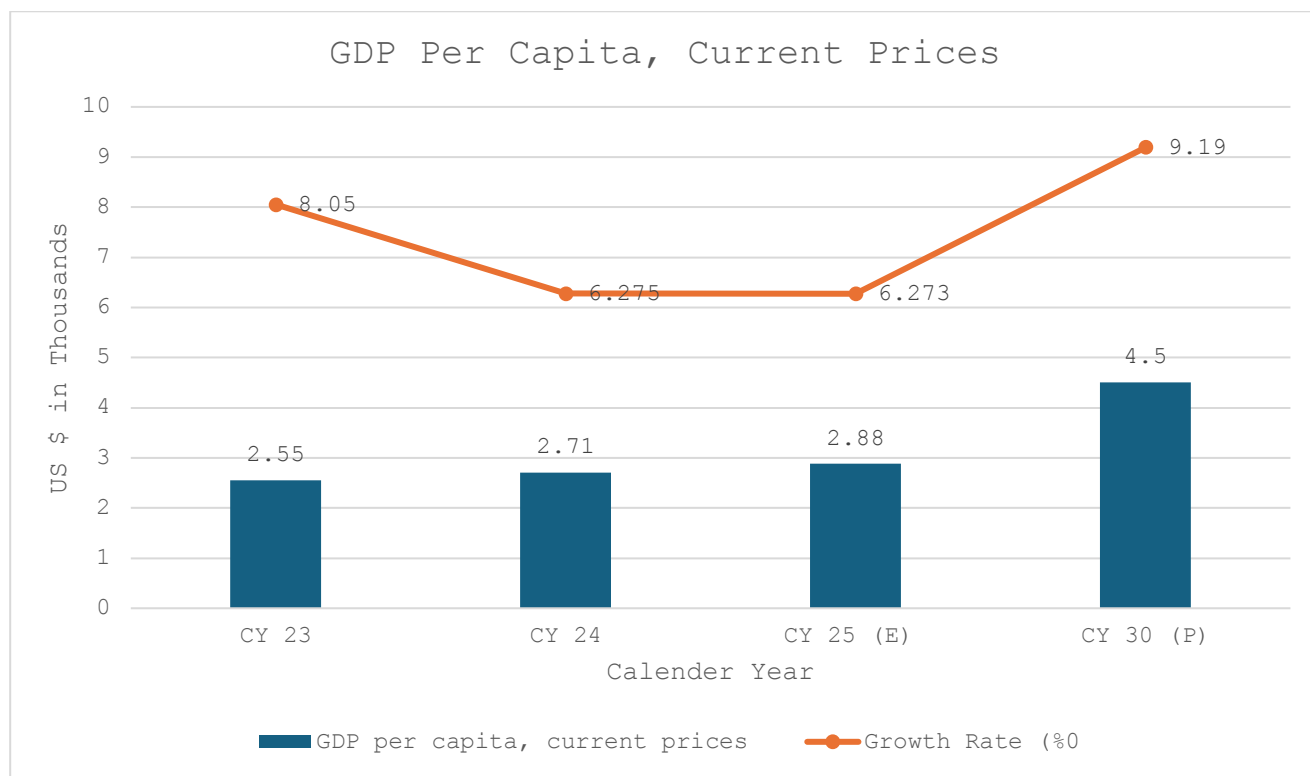
Sector-wise growth in GVA at constant (2011-12) prices (in %)	FY 2024	FY 2025
Primary	2.1	3.6
Secondary	9.7	6.5
Tertiary	7.6	7.2



Source: MOSPI

## 2.4 India Per Capita GDP Forecast

Per capita GDP growth for India is estimated at 9.19 % CAGR between FY 2025-FY 2030. Increased individual incomes are expected to create additional discretionary spending, which may be beneficial for the sector.



Note: E = Estimated, P = Projected

Source: IMF Data Mapper, World Economic Outlook April 2025, India, GDP Per Capita

## 2.5 Private Final Consumption Expenditure (PFCE)

Private Final Consumption Expenditure (PFCE) represents the total spending by resident households on final consumption of goods and services, serving as a key indicator of consumer demand and overall economic well-being. It reflects the extent of household consumption and plays a crucial role in driving GDP growth. In FY2025, PFCE at constant prices rose to 56.7% of GDP, up from 56.1% in FY2024, indicating a gradual improvement in household spending patterns. This increase suggests stronger consumer confidence, supported by factors such as easing inflation, improving income levels, and a favourable consumption environment.

Source: - MOSPI, Second Advance Estimates of GDP 2024-25 dated February 28, 2025

## 2.6 IIP Growth – Index of Industrial Production

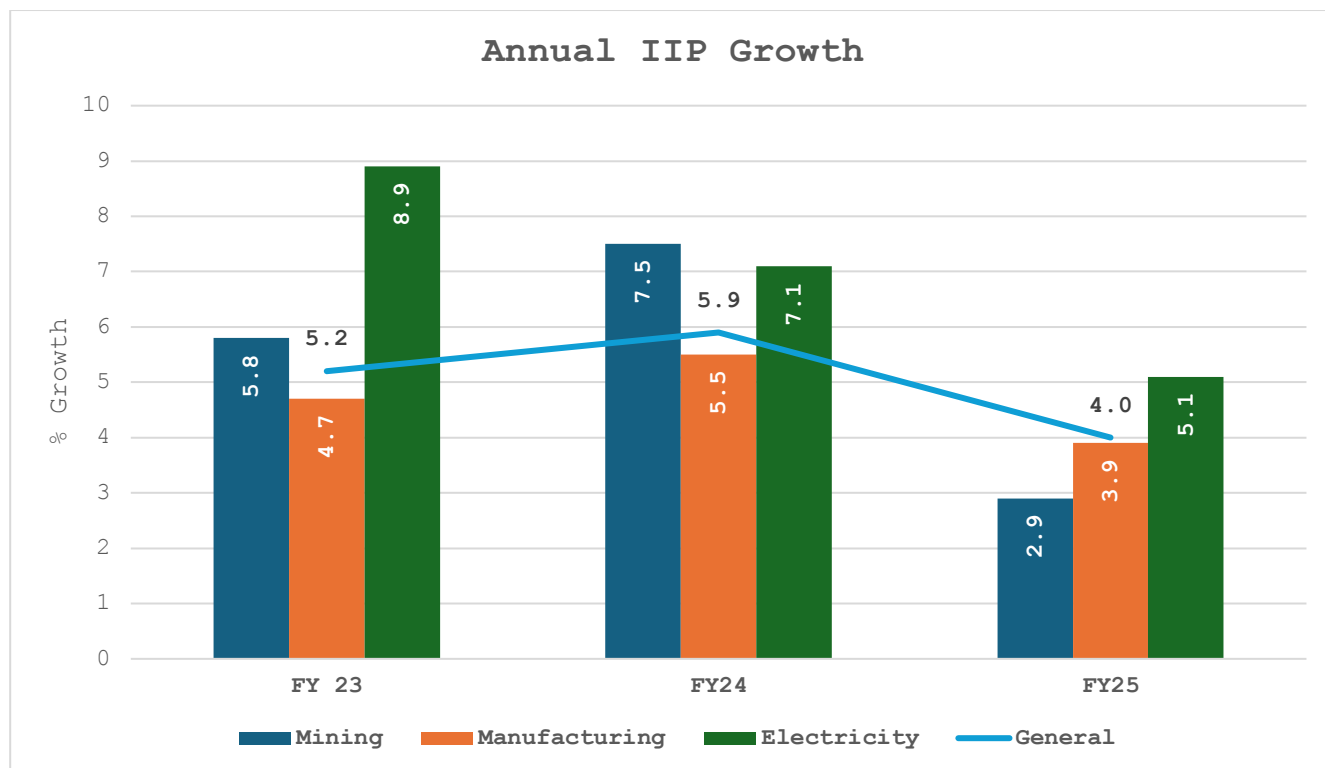
As per the Index of Industrial Production (IIP), the industrial sector grew by 4.0% in FY 2025, moderating from 5.9% in FY 2024 and 5.2% in FY 2023. This deceleration in overall IIP growth in FY 2025 reflects a softening of industrial momentum amidst global headwinds and tighter financial conditions.

Among key components:

- **Manufacturing** (which holds a 77.6% weight in IIP) registered a slower growth of 3.9% in FY 2025, compared to 5.5% in FY 2024 and 4.7% in FY 2023.
- **Mining** growth also moderated sharply to 2.9% in FY 2025 from 7.5% in FY 2024 and 5.8% in FY 2023.

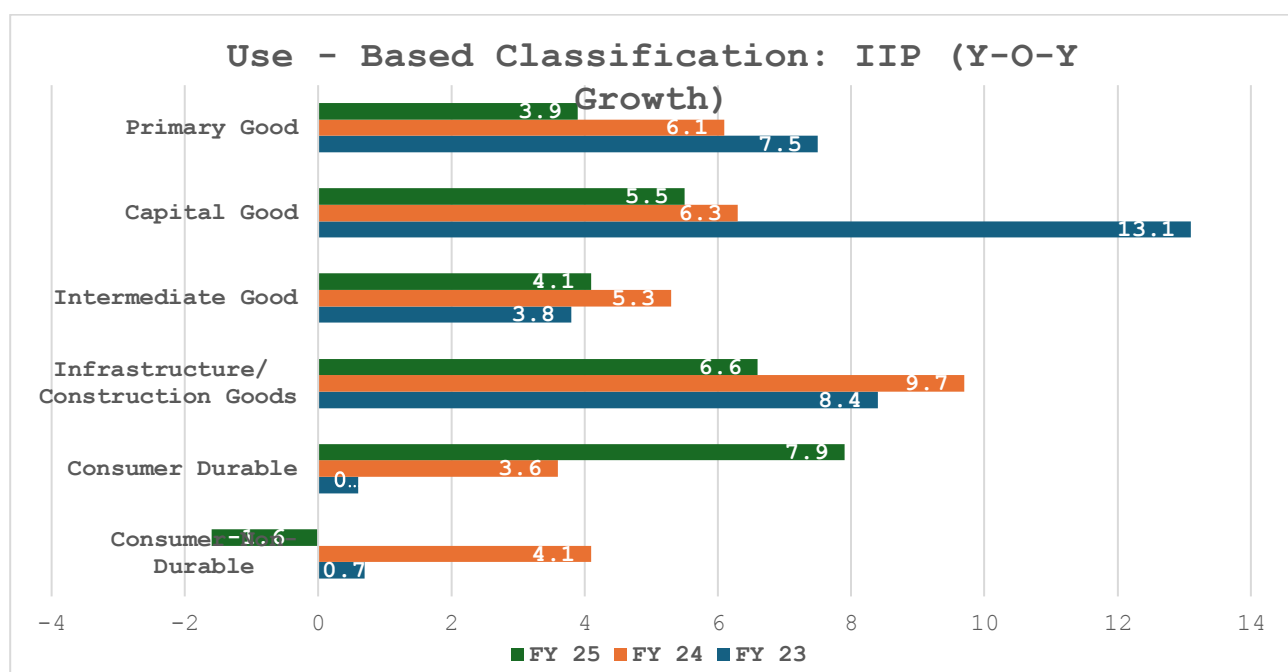
- **Electricity** growth remained relatively stable at 5.1% in FY 2025, slightly down from 7.1% in FY 2024 and significantly lower than 8.9% in FY 2023.

This slowdown indicates tightening domestic demand and spillover effects from a weaker global industrial cycle.



Source: Ministry of Statistics & Programme Implementation (MOSPI)

#### Use-Based Classification Trends:



Source: Ministry of Statistics & Programme Implementation (MOSPI)



According to the use-based classification:

- Capital Goods segment growth slowed to 5.5% in FY 2025, down from a high of 13.1% in FY 2023 and 6.3% in FY 2024, indicating a reduction in investment momentum.
- Primary Goods also witnessed slower growth at 3.9%, compared to 6.1% in FY 2024 and 7.5% in FY 2023.
- Intermediate Goods rebounded modestly to 4.1% in FY 2025, up from 3.8% in FY 2023, although still lower than 5.3% in FY 2024.
- Infrastructure/Construction Goods slowed to 6.6% in FY 2025 from 9.7% in FY 2024 and 8.4% in FY 2023, pointing to softening construction and infrastructure activity.
- Consumer Durables grew significantly by 7.9%, rebounding from 3.6% in FY 2024 and 0.6% in FY 2023, indicating improved demand in consumer electronics and appliances.
- In contrast, Consumer Non-Durables contracted by 1.6% in FY 2025, reversing the 4.1% growth in FY 2024, likely reflecting subdued rural and essential goods demand.

The divergence in growth across segments suggests an uneven industrial recovery in FY 2025. While certain consumer categories have rebounded, investment-related and primary sectors remain under pressure.

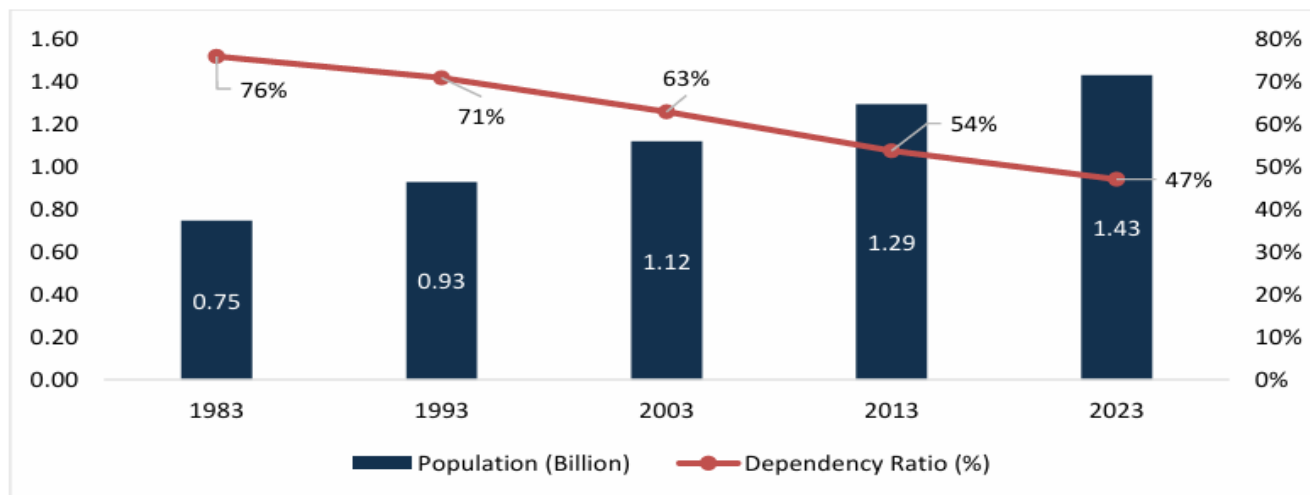
## 2.7 Overview on Key Demographic Parameters

### 2.7.1 Population growth and Urbanization

India's economic growth and expanding private consumption are intrinsically linked to its demographic and urbanization trends. According to the World Bank, India's population is estimated to have reached approximately 1.44 billion in 2024, reaffirming its position as the world's most populous country, ahead of China. This continued growth reflects an expanding labour force and consumer base, both of which are critical to sustaining long-term economic development.

A key metric in demographic analysis—the age dependency ratio, defined as the ratio of dependents (individuals aged below 15 or above 64) to the working-age population (15–64 years)—has been on a downward trajectory for several decades. From a high of 76% in 1983, the dependency ratio declined to 47% in 2023 and is estimated at 50.2% in 2024. This decline signifies that for every 100 working-age individuals, there are only about 50 dependents, indicating a favourable demographic dividend. A greater share of the population is now within the working-age group, potentially contributing to enhanced economic productivity and income generation.

#### Trend of India Population vis-à-vis dependency ratio



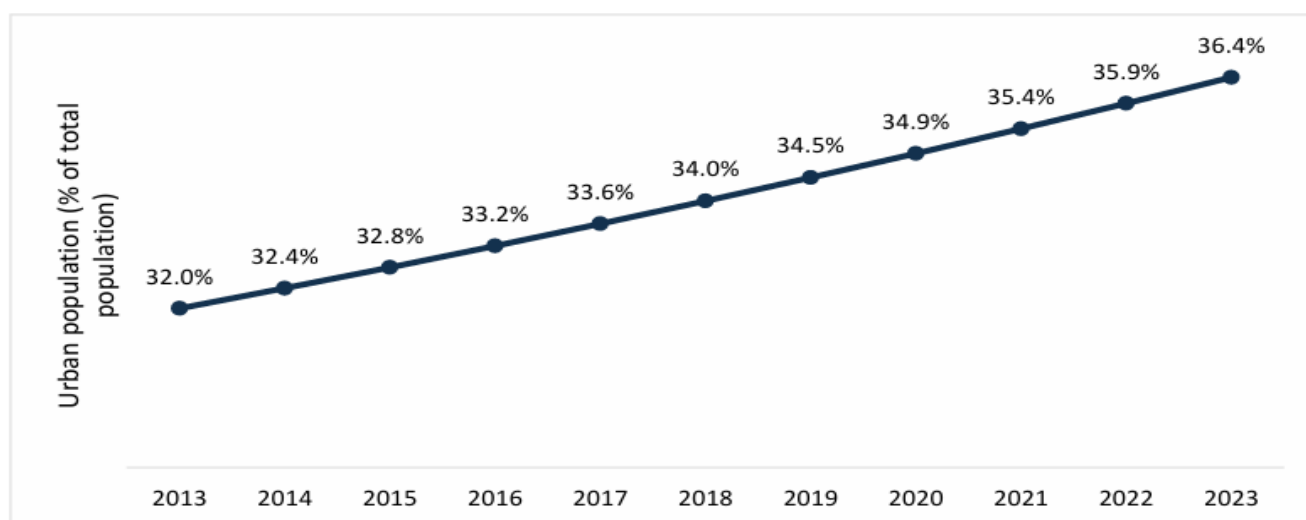
Source: World Bank Database

However, a parallel trend is emerging in the form of a rising old-age dependency ratio—the proportion of individuals aged 65 and above relative to the working-age population. This figure has gradually increased, reaching 10.4% in 2024, suggesting the onset of an aging demographic shift. This highlights the growing need for robust healthcare systems, pension reforms, and social security mechanisms to address future challenges associated with an aging population.

India's youthful demographic remains one of its most significant advantages. With a median age of around 29 years, India has one of the youngest populations globally. Nearly one-fifth of the world's youth resides in India, and as millions enter the workforce each year, this demographic bulge offers enormous potential—provided it is met with adequate job creation, education, and skills training.

Urbanization, too, is transforming India's socio-economic fabric. The urban population rose from 413 million in 2013 (32% of total population) to 519.5 million in 2023 (36.4%), and further to approximately 535 million in 2024 (36.9%), according to World Bank estimates. This rapid growth in urban areas underscores the need for sustainable urban planning, investment in infrastructure, and development of smart cities to accommodate and benefit from the shifting population dynamics.

#### Urbanization Trend in India



Source: World Bank Database

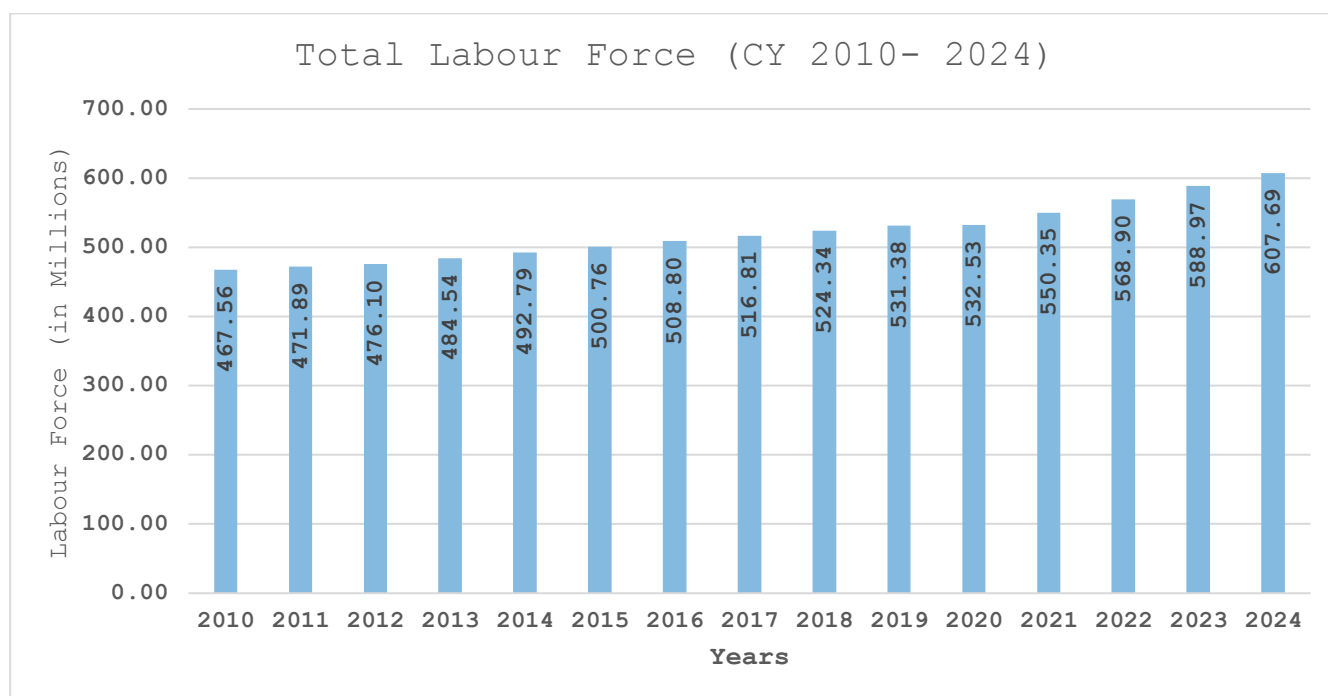
#### 2.7.2 Labour Force in India

India's labour force has experienced significant growth over the past decade. In 2010, the total labour force was approximately 467.56 million. By 2024, this number had increased to 607.69 million, reflecting a Compound Annual Growth Rate (CAGR) of 1.89% over the 14-year period.

This upward trend underscores the expanding working-age population and the country's ongoing economic development. However, it also highlights the need for effective employment policies to ensure that the growing labour force is adequately absorbed into productive sectors.

The labour force participation rate (LFPR) has also seen fluctuations, influenced by various socio-economic factors. As of 2024, the LFPR stood at 45.1%, indicating the percentage of the working-age population that is either employed or actively seeking employment.

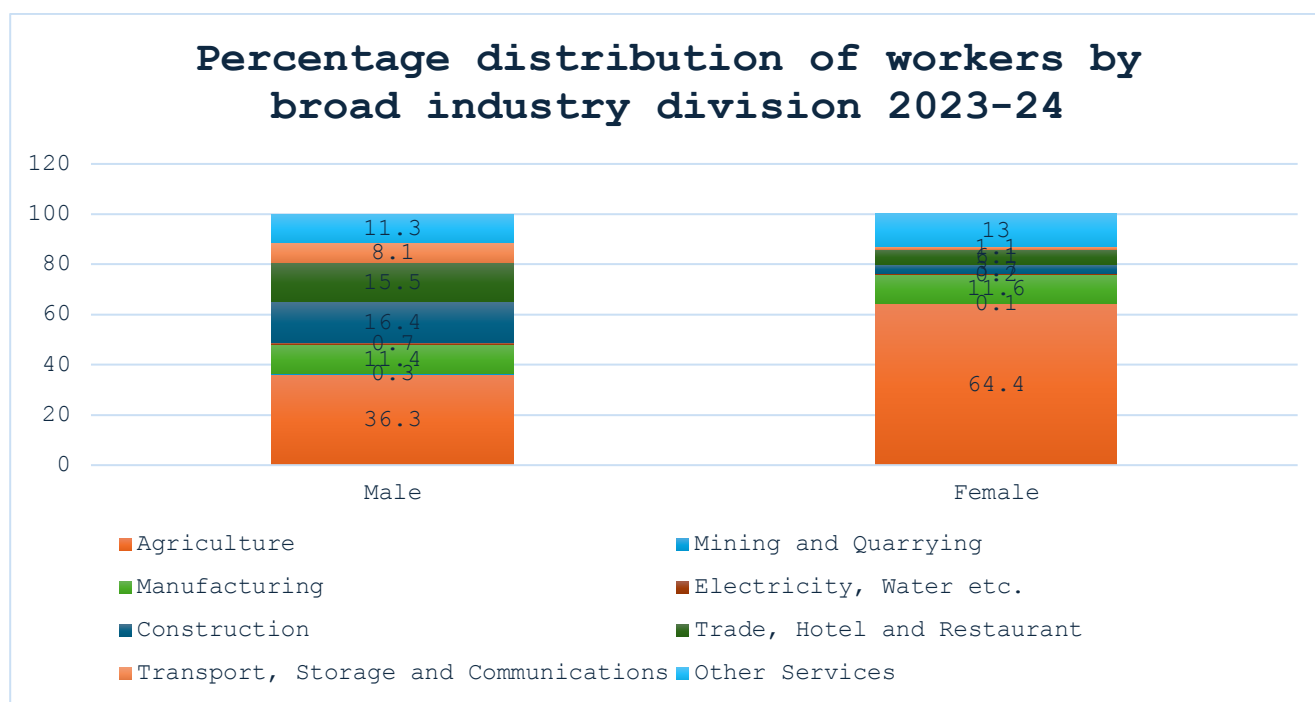
These statistics emphasize the importance of implementing strategies that not only create employment opportunities but also enhance the quality and inclusivity of jobs across different sectors of the economy.



Source: World Bank Database

### 2.7.3 Breakdown of Employment by Sector

According to the Periodic Labour Force Survey (PLFS) 2023–24, the employment distribution across various sectors exhibits distinct gender-based patterns. A significant portion of male workers are engaged in agriculture, followed by notable participation in construction, manufacturing, and trade-related activities. In contrast, female workers are predominantly employed in agriculture, with considerable involvement in manufacturing and other services sectors. While female representation in trade and construction is lower compared to males, Additionally, a substantial proportion of employed women are self-employed, often contributing as unpaid helpers in household enterprises or operating small businesses, indicating a reliance on informal employment avenues.



Source: Annual Report 2023-24, Periodic Labour Force Survey

### **2.7.4 Labour Laws in India**

Labour is a subject under the Concurrent List of the Indian Constitution, enabling both the Central and State Governments to frame relevant legislation. In a major reform initiative, the Government of India has consolidated 29 existing central labour laws into four comprehensive Labour Codes to simplify compliance, reduce multiplicity of definitions, and promote transparency. These include:

- The Code on Wages, 2019
- The Industrial Relations Code, 2020
- The Code on Social Security, 2020
- The Occupational Safety, Health and Working Conditions Code, 2020

As of 31st December 2024, the Central Government and a majority of States/Union Territories had pre-published draft rules under all four Labour Codes. Regional consultations were held to align state-level rules with the central framework. Once fully implemented, these Codes are expected to harmonize the needs of workers and industry, facilitate ease of doing business, and support employment generation.

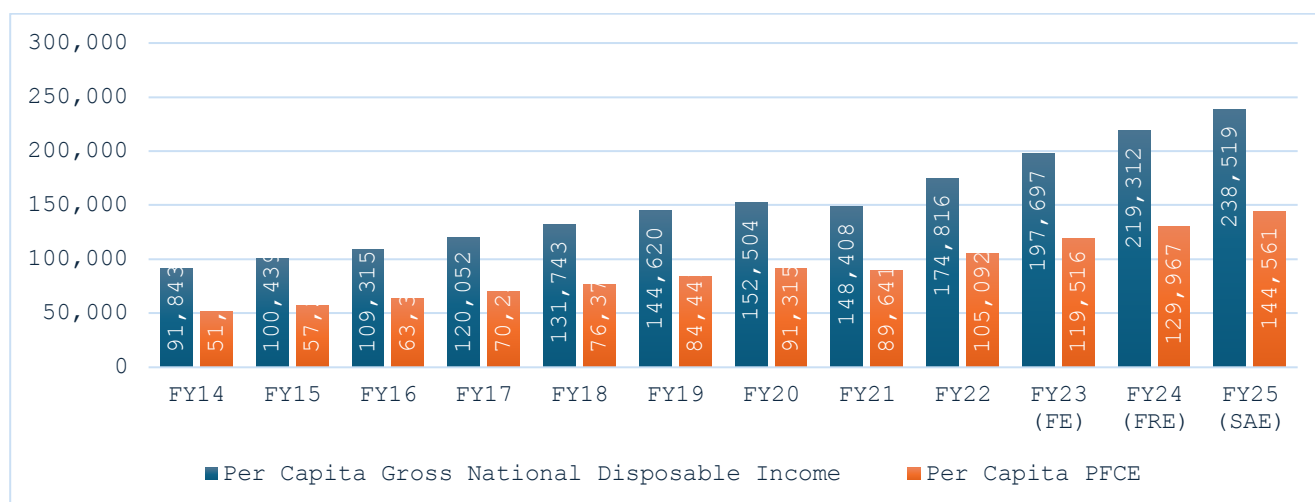
Additionally, the Ministry of Labour & Employment is revamping the Shram Suvidha Portal to improve regulatory compliance and has launched the e-Shram Portal to register workers from the unorganised sector. Over 30 crore registrations have been completed, and the portal has been integrated with 12 key social welfare schemes, enabling targeted delivery of benefits.

### **2.7.5 Disposable Income and Consumer Spending**

Gross National Disposable Income (GNDI) represents the total income available to a nation's residents for consumption and saving after accounting for income transfers with the rest of the world. In FY24, Per capita GNDI grew by 9.85%, followed by a moderate growth of 8.05% in FY25. This steady increase indicates that households and businesses had more income at their disposal, which is critical for supporting both consumption and savings—key components of economic resilience and expansion.

The rise in GNDI has translated into higher consumer spending, as reflected in the growth of Private Final Consumption Expenditure (PFCE), which measures the total value of goods and services consumed by households. Per Capita PFCE grew by 8.04% in FY24 and further accelerated to 10.09% in FY25, highlighting strong consumer confidence and robust domestic demand.

#### **Trend of Per Capita GNDI and Per Capita PFCE (Current Price)**



Note: Data mentioned is in Rs. Crore, FE – Final Estimates, FRE – First Revised Estimates, SAE – Second Advanced Estimate; Source: MOSPI

## **2.8 Union Budget FY25-26 Highlights**

The **Union Budget FY 2025–26**, presented by Finance Minister Nirmala Sitharaman, introduces a comprehensive set of measures aimed at stimulating economic growth, enhancing infrastructure, and fostering inclusive development. With a focus on sectors such as agriculture, MSMEs, infrastructure, innovation, and exports, the budget seeks to create a conducive environment for sustained economic expansion.

- **Capital Expenditure and Infrastructure Development**

The government has earmarked a substantial ₹11.21 lakh crore (3.1% of GDP) for capital expenditure in FY 2025–26. This allocation is directed towards infrastructure projects, including rural development, manufacturing, and skill-building initiatives. Notably, the Urban Challenge Fund has been established with a corpus of ₹1 lakh crore, aimed at financing 25% of the cost of bankable urban infrastructure projects, thereby promoting sustainable urban development.

- **Support for MSMEs**

Recognizing the pivotal role of Micro, Small, and Medium Enterprises (MSMEs) in India's economic landscape, the budget introduces several measures to bolster this sector. The Credit Guarantee cover has been enhanced to ₹10 crore, unlocking ₹1.5 lakh crore in additional funding for MSMEs over the next five years. Additionally, the establishment of a Fund of Funds with a ₹10,000 crore corpus aims to provide equity support to startups and potential MSMEs, focusing on high-growth sectors such as electronics and renewable energy.

- **Tax Reforms and Disposable Income**

To stimulate consumption and investment, the budget introduces significant tax reforms. The tax-free income threshold has been raised to ₹12 lakh, and the new tax regime offers reduced rates for higher income brackets. These changes are expected to increase disposable income, thereby encouraging higher savings and investment among the middle class.

- **Focus on Agriculture and Exports**

The budget prioritizes agriculture as a key engine of development, with increased allocations for agricultural credit and initiatives aimed at enhancing productivity. Furthermore, measures to promote exports include the reduction of customs duties on select goods and the introduction of policies to facilitate easier market access for Indian products.

- **Urban Development Initiatives**

A significant increase in the budget allocation for the Ministry of Housing and Urban Affairs to ₹96,777 crore reflects the government's commitment to urban development. Key initiatives include the establishment of the Urban Challenge Fund, enhanced loans under the PM SVANidhi scheme, and substantial provisions for the Pradhan Mantri Awas Yojana and Urban Rejuvenation Mission, all aimed at improving urban infrastructure and living standards.

The Union Budget FY 2025–26 presents a balanced approach to economic growth by addressing immediate consumption needs and laying the foundation for long-term sustainability. Through targeted investments in infrastructure, support for MSMEs, tax reforms, and sector-specific initiatives, the budget aims to foster an inclusive and resilient economy. These measures are expected to create new opportunities for financial institutions, as the growing demand for investment products will provide avenues for expansion and innovation in the financial services sector.

## **2.9 Concluding Remarks about Macroeconomic Scenario**

The major headwinds to global economic growth remain significant, with escalating geopolitical tensions, volatile global commodity prices, high interest rates, inflationary pressures, instability in international financial markets, climate change, rising public debt, and the rapid evolution of new technologies. Despite these challenges, India's economy is relatively well-positioned compared to other emerging markets. According to the latest IMF forecast, India's GDP growth is expected to be 6.2% in 2025, maintaining its position as the fastest-growing major economy globally, well above the global growth projection of 2.8%. Key positive factors for the Indian economy include continued strong domestic demand, robust government support for capital expenditure, moderating inflation, growing investments in technology, and improving business confidence.

India's strategic position as a manufacturing hub is further strengthened by government initiatives, a skilled labour force, and a dynamic startup ecosystem, all of which bolster the country's economic outlook. The ongoing reforms and focus on innovation are enabling India to seize emerging opportunities, making it a growing player in the global manufacturing landscape. In addition, several high-frequency growth indicators—such as the Purchasing Managers' Index (PMI), E-way

bills, bank credit, toll collections, and GST collections—have shown a positive trajectory in FY25. The normalization of employment post-economic reopening is expected to provide further support to consumption expenditure.

Public investment is also poised to grow, with the government allocating a significant ₹11.21 lakh crore for capital expenditure in FY25. The private sector's investment intentions are showing positive signs, as evidenced by increased new project investments and a strong import of capital goods. Furthermore, rural demand is likely to improve, bolstered by healthy sowing, better reservoir levels, and the positive progress of the southwest monsoon, coupled with the government's push for infrastructure investment and other policy measures. These factors are expected to further support the investment cycle and strengthen India's economic resilience in the coming years.

### **3. Shaping Industry, Powering Growth : Electrical Engineering in Focus**

#### **3.1 Industry Overview**

At the intersection of innovation and infrastructure, the electrical engineering industry forms the technological backbone of a modern, energy-secure nation. It enables the seamless transmission, distribution, and utilization of electricity across a diverse array of applications, supporting everything from industrial automation and public utilities to mobility and digital infrastructure.

In India, the industry has undergone a remarkable transformation—moving from conventional systems to integrated, intelligent, and sustainable solutions. Today, it encompasses a wide range of products and systems including transformers, switchgear, control panels, power electronics, and automation equipment that are vital to the functioning of sectors such as energy, transport, construction, manufacturing, and electric mobility.

This evolution is being propelled by national priorities such as energy access, clean mobility, digitalization, and self-reliance. Government initiatives promoting rural electrification, smart grid infrastructure, electric vehicle adoption, and renewable energy integration are driving sustained growth and modernization across the sector. As a result, the industry is no longer limited to traditional power systems—it now plays a strategic role in enabling smart cities, green energy transitions, and future-ready industrial ecosystems.

Technology adoption is central to this shift. Digital substations, intelligent control systems, IoT-enabled monitoring, and predictive maintenance are redefining performance standards. Electrical equipment manufacturers are investing in advanced design, simulation, and production tools to deliver custom-engineered solutions that align with international safety, efficiency, and quality benchmarks. Environmental considerations have also come to the forefront. From energy-efficient transformers to low-loss cables and eco-friendly insulating materials, the industry is embracing green engineering to reduce carbon footprint and enhance lifecycle performance. These efforts not only support India's climate goals but also improve global competitiveness amid rising ESG scrutiny.

The electrical engineering industry is also a key enabler of strategic national goals, supporting high-growth domains like electric mobility, smart infrastructure, and renewable integration. With its growing emphasis on innovation, localization, and global alignment, the sector is set to play a pivotal role in shaping India's industrial future.

#### **3.2 Global Electrical Engineering Industry**

The electrical equipment engineering industry encompasses a wide array of products and technologies centered on the design, manufacturing, and deployment of electrical and electronic systems. It comprises essential components such as transformers, switchgears, circuit breakers, motors, generators, control panels, and cabling systems—critical for enabling industrial automation, utility operations, infrastructure development, and consumer electronics.

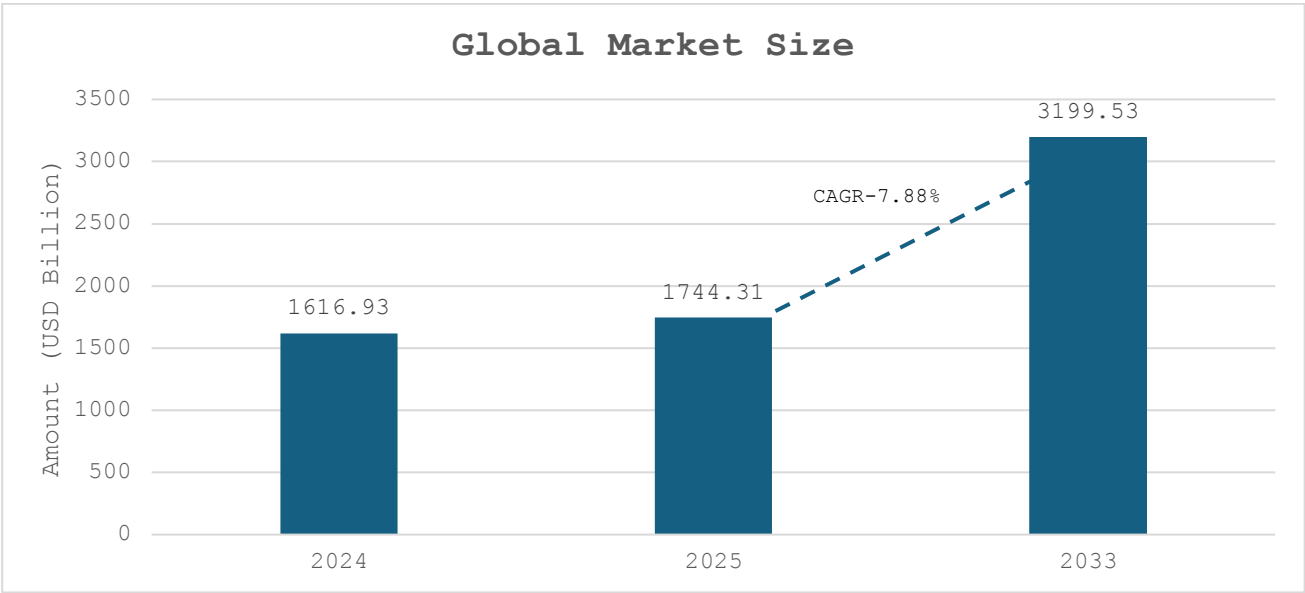
The global landscape of this industry is undergoing significant transformation, driven by accelerating urbanization, industrial growth, and a heightened focus on energy-efficient and intelligent technologies. The increasing adoption of automation, integration of renewable energy sources, and advanced digital control systems is facilitating the transition toward smarter and more resilient infrastructure.

Key growth areas include power transmission and distribution, industrial electrification, electric mobility solutions, and smart grid deployment.

Technological progress in fields like the Internet of Things (IoT), artificial intelligence (AI), robotics, and semiconductors is fostering the development of more sustainable and interconnected systems. While developed countries such as the U.S., Germany, China, and Japan continue to lead in innovation and global trade, emerging economies are expanding their

manufacturing capabilities and domestic demand. This global movement toward clean energy and intelligent infrastructure is expected to drive long-term growth opportunities for the electrical equipment sector.

3.2.1 Market Size and Growth



Source: - Infomerics Analytics and Research

The global electrical equipment market was valued at USD 1,616.93 billion in 2024 and is estimated to reach USD 1,744.31 billion in 2025. It is projected to grow to USD 3,199.53 billion by 2033, expanding at a CAGR of 7.88% during the forecast period (2025–2033).

3.2.2 Regional Outlook

Asia-Pacific

The Asia-Pacific region is the largest and fastest-growing market for electrical engineering, driven by rapid industrialization, expanding urban infrastructure, and major electrification initiatives across countries like China, India, Japan, and South Korea. India and China, in particular, are leading in grid modernization, EV ecosystem development, and localized manufacturing, supported by policy frameworks such as “Make in India,” PLI Schemes, and the Smart Cities Mission.

North America

In North America, especially the United States and Canada, the focus is on modernizing smart grids, expanding electric vehicle charging infrastructure, and advancing industrial automation. Federal initiatives like the U.S. Inflation Reduction Act are fueling investments in clean energy and grid resilience. The region also houses major OEMs and innovation centers that are driving digital transformation in power systems.

Europe

Europe is a mature yet innovation-driven market with strong emphasis on sustainability, energy efficiency, and decarbonization. Regulatory requirements such as carbon neutrality goals, RoHS compliance, and energy labeling are pushing manufacturers to create smarter and more efficient electrical components. Countries like Germany, France, and those in the Nordics are leading the adoption of smart metering, digital substations, and renewable grid integration. Procurement in this region is increasingly ESG-driven, favoring suppliers with sustainable certifications.

Middle East & Africa

Governments in the Middle East are making significant investments in power distribution infrastructure, smart city projects (such as NEOM in Saudi Arabia), and desalination facilities. In Sub-Saharan Africa, electrification initiatives—often backed by the World Bank, African Development Bank, and donor agencies—are creating demand for low-cost, scalable electrical solutions that can support basic infrastructure and rural development.

## **Latin America**

Latin America is an emerging market with growing investments in urban infrastructure, renewable energy, and utility modernization. Countries such as Brazil, Mexico, and Chile are witnessing rising demand for electrical systems due to urbanization and industrial expansion. Local energy policies promoting solar and wind adoption are further driving the need for electrical components, grid integration solutions, and smart energy systems.

### **3.3 Electrical Engineering Industry in India**

The electrical engineering industry in India plays a pivotal role in powering the nation's infrastructure, industrial growth, and energy transformation. It includes a wide spectrum of products and solutions such as transformers, switchgears, circuit protection devices, motors, control panels, relays, capacitors, and automation systems. These components are essential for power generation, transmission, and distribution, as well as for electrification across sectors like construction, transportation, manufacturing, and renewable energy.

India has steadily evolved from an import-dependent market to a competitive manufacturing base, driven by strong domestic capabilities, increased localisation, and adherence to international standards such as BIS, IEC, and IS. Indigenous design, backward integration, and quality certifications have enabled Indian manufacturers to serve both domestic and global markets.

Government-led initiatives like the Make in India campaign, Revamped Distribution Sector Scheme (RDSS), National Smart Grid Mission, and PLI schemes have provided a significant boost to the sector by fostering innovation, attracting investments, and promoting energy-efficient and smart technologies. The growing emphasis on electric mobility, clean energy, and digital infrastructure is further propelling demand for advanced electrical equipment.

The industry ecosystem comprises a mix of large public and private players, multinational corporations, and a strong network of MSMEs that contribute to component manufacturing, systems integration, and value-added engineering services. With expanding industrialization, smart grid adoption, and renewable integration, India's electrical engineering industry is poised for sustained growth in both scale and sophistication.

#### **3.3.1 The Expanding Horizons of India's Electrical Engineering Sector**

The electrical engineering sector in India is playing an increasingly strategic role in the country's transition towards sustainable energy, intelligent infrastructure, and digital manufacturing. As industries across the board pursue greater levels of automation, electrification, and energy efficiency, the sector is emerging as a critical enabler of this transformation, offering vast opportunities for innovation, capacity expansion, and value creation.

A key growth area within the sector is the production of electromechanical and control components, including solenoids, actuators, precision coils, bushings, copper connectors, and insulation systems. These components are essential for ensuring operational safety, control accuracy, and energy efficiency in a wide range of applications such as power transmission, railway traction systems, electric vehicle platforms, metro coaches, and smart substations. Whether supporting seamless switching in smart grids or managing voltage flow in electric mobility systems, these engineered parts serve as the functional core of modern electrical systems. This demand is being accelerated by rising system complexity and the need for compact, high-performance, and application-specific solutions. Industries today are looking for intelligent, rugged, and customizable components that offer longer operational life and can function reliably under varying load and environmental conditions. As a result, manufacturers are increasingly required to deliver short product development cycles, design adaptability, and compliance with international safety and efficiency standards.

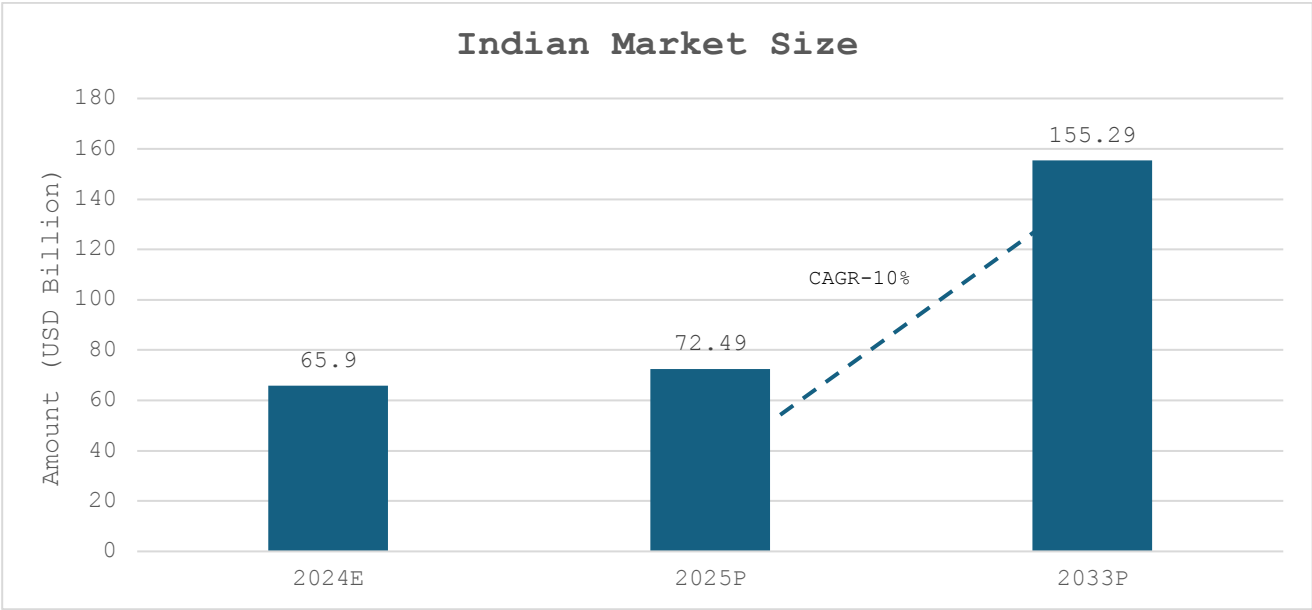
Several macro trends are fueling the sector's momentum. Rapid electrification of railway corridors, the expansion of metro rail networks, the growing adoption of electric vehicles, and the upgradation of aging power infrastructure are all contributing to increased demand for high-quality electrical components. Additionally, the transition to smart grid systems is generating the need for advanced control gear, protection systems, and energy monitoring devices. On the global front, the reconfiguration of supply chains is creating new opportunities for Indian manufacturers to position themselves as trusted



suppliers of reliable, cost-effective, and high-precision components. International buyers are increasingly sourcing from India for medium- to high-volume requirements, particularly in segments that demand design customization, quality traceability, and conformance to technical standards.

Technological adoption is also reshaping production environments. Smart manufacturing practices—such as predictive maintenance, real-time prototyping, IoT integration, and digital twins—are enabling Indian manufacturers to create agile, scalable, and efficient production ecosystems. These advancements are enhancing competitiveness and allowing firms to cater to a wider range of technical specifications and performance requirements from domestic and international clients. In essence, the scope of the electrical engineering industry is broadening rapidly. With growing demand for reliable and application-specific components across power, mobility, and automation sectors, the industry is well-positioned for sustained growth. Companies that can blend technical expertise with innovation and regulatory compliance are expected to lead this evolution, supporting India's vision of becoming a global hub for advanced electrical equipment manufacturing.

3.3.2 Market Size and Growth



Source: - Infomerics Analytics and Research

The Indian electrical equipment market was valued at USD 65.90 billion in 2024 and is projected to grow to USD 72.49 billion in 2025. By 2033, the market size is expected to more than double, reaching approximately USD 155.29 billion, indicating strong growth momentum throughout the forecast period.

3.3.3 Electrical Engineering – Trade Data

The following section provides a comprehensive snapshot of India's exports and imports across key electrical engineering product categories for FY 2024–2025. It highlights trade volumes, year-on-year growth rates, and the top partner countries involved. The data reflects India's growing role in the global electrical equipment market, showcasing evolving demand dynamics, increased participation in international value chains, and shifts in sourcing strategies across items such as transformers, switchgear, electrical apparatus, insulators, and solenoid switches.

The charts below illustrate India's trade performance for FY 2024–2025 across major electrical engineering product categories including parts of transformers, solenoid switches, electrical machines/apparatus, insulators, and control equipment. These trends underline India's push towards modernization, energy efficiency, and greater integration into global supply networks for electromechanical and power distribution systems.

### 3.3.4 Trade Performance of Key Electrical Equipment Products (FY24–FY25)

Product Category	Exports FY24	Exports FY25	YoY Growth (%)	Imports FY24	Imports FY25	YoY Growth (%)	Net Trade Surplus/Deficit FY25
Solenoid Switches	19.88	29.03	46.01↑	79.26	98.82	24.68↑	⚠️ -69.79 (Deficit)
Parts of Transformers	22.37	31.33	40.05↑	4.60	4.04	-12.14↓	✅ +27.29 (Surplus)
Electrical Machines	11.13	23.93	115.05↑	70.56	84.81	20.18↑	⚠️ -60.88 (Deficit)
Electrical Insulators	12.06	16.38	35.84↑	8.31	11.83	42.36↑	✅ +4.55 (Surplus)

Source: Directorate General of Commercial Intelligence and Statistics (DGCIS), figures are in USD million (HS Codes- 84818090, 85049010, 8543, 8546)

📌 India's electrical engineering sector demonstrated a strong trade performance in FY25, with significant export growth across all key product categories. Notably, electrical machines and solenoid switches witnessed sharp export spikes of 115.05% and 46.01% respectively, driven by rising global demand and expanding industrial automation.

While India achieved a strong trade surplus in transformer parts and insulators—signaling improved competitiveness and localization—continued import dependence in solenoid switches and machines resulted in substantial trade deficits. This underscores the need for deeper domestic value addition and import substitution in high-volume segments.

### 3.5 Top 5 Export Destinations and Import Sources

#### 1. Solenoid Switches

Trade Flow	Country	Value (USD Mn)	Share (%)
▲ Exports	France	6.15	21.18%
	U S A	3.54	12.19%
	Singapore	3.15	10.85%
	Israel	3.14	10.82%
	Saudi Arab	2.25	7.75%
	Others	10.80	37.20%
	<b>Total</b>	<b>29.03</b>	<b>100%</b>
▼ Imports	China P RP	18.38	18.58%
	U S A	10.45	10.56%
	Germany	10.18	10.29%
	Italy	7.61	8.00%
	France	7.03	7.11%
	Others	45.27	45.76%
	<b>Total</b>	<b>98.92</b>	<b>100%</b>

#### 2. Parts of Transformers

Trade Flow	Country	Value (USD Mn)	Share (%)
▲ Exports	U S A	6.45	20.59%
	Mexico	2.88	9.19%
	Oman	2.35	7.50%
	Saudi Arab	2.03	6.48%
	Malaysia	1.75	5.59%
	Others	15.87	50.65%
	<b>Total</b>	<b>31.33</b>	<b>100%</b>
▼ Imports	China P RP	2.29	56.68%
	Germany	0.89	22.03%
	Turkey	0.15	3.71%
	Korea RP	0.14	3.00%
	France	0.12	2.97%
	Others	0.45	11.14%
	<b>Total</b>	<b>4.04</b>	<b>100%</b>

### 3. Electrical Machines/Apparatus

Trade Flow	Country	Value (USD Mn)	Share (%)
▲ Exports	Spain	5.75	24.03%
	U S A	5.69	23.78%
	Israel	1.63	6.81%
	Russia	1.60	6.69%
	Saudi Arab	1.39	5.81%
	Others	7.87	32.89%
	<b>Total</b>	<b>23.93</b>	<b>100%</b>
▼ Imports	China P RP	18.16	21.41%
	U S A	11.02	12.99%
	Singapore	9.51	11.21%
	Taiwan	7.80	9.00%
	U K	6.98	8.23%
	Others	31.34	36.95%
	<b>Total</b>	<b>84.81</b>	<b>100%</b>

### 4. Electrical Insulators

Trade Flow	Country	Value (USD Mn)	Share (%)
▲ Exports	U S A	5.06	30.89%
	Germany	2.13	13.00%
	Bangladesh	1.50	9.16%
	Benin	1.25	7.63%
	Poland	0.79	4.82%
	Others	5.65	34.49%
	<b>Total</b>	<b>16.38</b>	<b>100%</b>
▼ Imports	China P RP	8.62	72.87%
	U K	0.66	5.58%
	U S A	0.63	5.33%
	Germany	0.46	4.00%
	Italy	0.38	3.21%
	Others	1.08	9.13%
	<b>Total</b>	<b>11.83</b>	<b>100%</b>

Source: Directorate General of Commercial Intelligence and Statistics (DGCIS), figures are in USD million

✦ India's electrical engineering sector showed strong export growth in FY25, with the USA, France, Spain, and Singapore among the top destinations. A sizable "Others" category highlights expanding global outreach. Imports, however, remained heavily reliant on China, especially for solenoid switches and insulators. Other key suppliers included the USA and Germany. While export growth reflects rising global competitiveness, high import dependence in critical components points to the need for greater domestic value addition and reduced reliance on foreign sources.

### 3.3.6 Market Segmentation

Segment Type	Sub-Segments	Typical Examples / Use Cases
<b>1. By Product Segments</b>	<ul style="list-style-type: none"> <li>- Transformers</li> <li>- Switchgears &amp; Circuit Breakers</li> <li>- Electric Motors</li> <li>- Control Panels &amp; MCCs</li> <li>- Smart Meters &amp; Relays</li> <li>- Wires &amp; Cables</li> <li>- Industrial Automation Systems (PLC, SCADA)</li> </ul>	<ul style="list-style-type: none"> <li>- Substations</li> <li>- EV charging stations</li> <li>- Industrial machinery control</li> </ul>
<b>2. End-Use Sectors</b>	<ul style="list-style-type: none"> <li>- Power Utilities (GENCOs, DISCOMs)</li> <li>- Railways &amp; Metros</li> <li>- Manufacturing &amp; Process Industries</li> <li>- Infrastructure &amp; Real Estate</li> <li>- Renewable Energy Projects (Solar, Wind)</li> <li>- Automotive &amp; EVs</li> </ul>	<ul style="list-style-type: none"> <li>- T&amp;D networks</li> <li>- Metro electrification</li> <li>- Smart buildings</li> <li>- Solar parks</li> </ul>
<b>3. Application Areas</b>	<ul style="list-style-type: none"> <li>- Power Generation</li> <li>- Transmission &amp; Distribution</li> <li>- Industrial Automation</li> <li>- Electrification (Urban &amp; Rural)</li> <li>- Electric Mobility Infrastructure</li> <li>- Smart Grid Systems</li> </ul>	<ul style="list-style-type: none"> <li>- Thermal/solar plants</li> <li>- Industrial IoT systems</li> <li>- Rooftop solar grid</li> <li>- EV infrastructure</li> </ul>

### 3.3.7 Key Product Segments & Applications

Segment	Description	Key Applications
Power Transmission & Distribution Equipment	Includes transformers, circuit breakers, switchgear, isolators, and substations.	Power grids, utilities, transmission companies
Electrical Motors & Generators	Devices that convert electrical to mechanical energy and vice versa.	Industrial drives, pumps, compressors, HVAC, renewable plants
Control Panels & Automation Systems	PLC panels, SCADA systems, relay panels, motor control centers, and VFD panels.	Industrial automation, smart factories, utilities
Wires & Cables	Covers power cables, control cables, fiber optics, and specialty cables.	Construction, telecom, energy, EVs, railways
Lighting & Fixtures	Traditional and LED-based lighting systems and industrial luminaires.	Homes, streets, factories, commercial complexes
Smart Electrical Devices	Includes smart meters, IoT-based monitoring devices, and energy management systems.	Smart grids, AMI, digital substations, load management
Electrical Insulation & Protection Devices	Surge protectors, MCBs, fuses, relays, insulators, and grounding devices.	Building safety, switchboards, machinery
EV & E-Mobility Electricals	Chargers, battery management systems, power conversion modules, and EV wiring systems.	Electric vehicles, charging stations, smart mobility

### 3.3.8 Strategic Role of Custom Component Manufacturers

In the modern industrial landscape, specialised manufacturers of electrical components and sub-assemblies play a critical role in powering advanced infrastructure, transportation, and energy systems. These companies are engaged in the design, manufacturing, and supply of precision-engineered parts such as traction control components, copper busbars, circuit breaker assemblies, switchgear parts, molded insulation units, high-voltage bushings, and disconnecter actuators for electric vehicles. Their products are essential for the functioning of systems used across railway networks, industrial machinery, power equipment, electric mobility platforms, and instrumentation controls.

What distinguishes these solution providers is their ability to offer highly customised components that meet stringent technical, environmental, and regulatory requirements. Rather than relying on standardised production, they collaborate closely with clients to develop application-specific designs that address challenges like high voltage handling, compact installation spaces, resistance to thermal and mechanical stress, and long operational lifecycles. This makes them strategic partners for original system manufacturers across both public infrastructure and private industry domains. These companies also play a pivotal role in supporting import substitution goals by offering domestically manufactured alternatives to components that were traditionally sourced from international markets. Many have been operational for decades and have progressively enhanced their technical capabilities to meet global benchmarks. With dedicated investment in CNC machining, molding technology, advanced metal forming, and in-house testing laboratories, they can rapidly prototype, validate, and scale new products tailored to client specifications.

Their contribution to India's export growth is also notable. Having established their presence in overseas markets, they supply to clients across the Americas, Europe, the Middle East, and Asia. By ensuring adherence to international certifications and performance standards, these firms have built strong reputations as reliable global vendors of electromechanical and control components used in critical applications.

In essence, these engineering firms go beyond the role of component suppliers—they operate as innovation-led partners, delivering precision, reliability, and efficiency to industrial and infrastructure projects. Their expertise in combining materials science, mechanical design, and electrical insulation systems allows them to address the evolving demands of sectors undergoing electrification, automation, and digital transformation. As global supply chains seek quality, compliance, and engineering adaptability, such solution providers are well-positioned to lead the next wave of industrial value creation.

#### **4. Industry 4.0 Integration in Electrical Engineering**

India's electrical engineering industry is undergoing a significant transformation, shaped by the integration of Industry 4.0 technologies and digital manufacturing processes. As the sector shifts from conventional fabrication to smart, connected systems, manufacturers are adopting next-generation tools to enhance quality, reduce cycle times, and improve operational transparency—critical to meeting the evolving needs of sectors like energy, railways, mobility, and automation.

One of the most impactful shifts has been the adoption of smart manufacturing platforms and digital twins. These allow manufacturers to simulate the behavior of electrical components—such as actuators, relays, bushings, and solenoids—under various conditions before actual production, reducing prototyping iterations and enhancing accuracy. Such capabilities are particularly important in high-voltage, space-constrained, or safety-critical applications. Advanced CNC and VMC machines are now standard across precision component manufacturers, enabling tight-tolerance production of complex geometries in copper, aluminum, and engineering polymers. These machines are essential for creating components such as copper busbars, switchgear linkages, and actuator assemblies used in power systems, EVs, and railway networks. The increasing use of IoT-enabled shop floors is helping manufacturers transition to predictive maintenance, real-time performance monitoring, and energy optimization. By collecting data on parameters like machine load, thermal performance, and wear rates, production teams can anticipate equipment failures and reduce unplanned downtimes—improving throughput and minimizing losses.

Design and prototyping processes are also seeing major upgrades with CAD/CAM integration, simulation modeling, and finite element analysis (FEA). These tools allow for digital validation of electrical strength, heat dissipation, and fitment precision—minimizing the risk of post-production faults. In applications such as control panel assemblies or electric braking units, digital design validation ensures performance reliability from the outset.

Automation is expanding beyond production lines into quality control. Machine vision systems and coordinate measuring machines (CMMs) are being deployed for precise inspection of molded parts, insulation thickness, and dimensional conformity. This shift reduces human error, speeds up inspection cycles, and ensures global certification compliance.

Robotic systems are also being used for tasks such as coil winding, connector soldering, and panel assembly—especially in medium- to high-volume operations.

Although initial investment is high, robotics is enabling manufacturers to meet increasing demand without compromising consistency, especially in export-focused operations.

In summary, the convergence of advanced machining, automation, and digital design is reshaping India's electrical engineering landscape. These technologies are enabling component manufacturers to meet stringent quality standards, respond faster to custom requirements, and position themselves as high-value solution providers in global supply chains.

#### **5. Industry Value Chain Analysis**

The value chain in the electrical engineering industry is complex and precision-driven, involving multiple stages from raw material sourcing to customer integration. Each link in the chain plays a critical role in delivering application-specific, compliant, and performance-assured components used in infrastructure, mobility, energy, and automation systems.

##### **1. Raw Material Procurement**

The process begins with the procurement of high-conductivity copper, aluminum, CRCA sheets, insulation polymers, and thermoset molding compounds—essential for producing busbars, bushings, coil assemblies, and actuator parts. Material selection depends on end-use application—e.g., high-voltage switchgear requires epoxy with superior dielectric strength, while EV systems may demand lightweight, flame-retardant plastics. Volatility in metal prices often leads manufacturers to engage in long-term sourcing contracts or maintain diversified supplier networks. Some vertically integrated players have also developed in-house material testing labs and basic forming operations to control input quality and lead times.

##### **2. Component Manufacturing and Assembly**

Once raw materials are secured, manufacturers carry out CNC-based machining, precision pressing, coil winding, epoxy molding, and part integration. For instance, producing a molded bushing may involve cavity tooling, vacuum-assisted molding, curing, and surface finishing—all while maintaining electrical and thermal insulation standards. Assembly operations demand close alignment and torque calibration, especially for switchgear linkages or braking modules. Testing

protocols at this stage include insulation resistance, high-voltage stress tests, and dimensional checks to ensure reliability in field deployment.

### 3. Design, Engineering, and Prototyping

Electrical component manufacturing often requires co-engineering with clients to meet application-specific constraints. Using CAD, CAM, and FEA tools, design teams develop part drawings, simulate thermal flows, and validate mounting configurations before prototyping. Rapid prototyping tools like 3D printing and CNC milling enable faster iterations. This stage also includes generating technical documentation such as quality protocols, RoHS declarations, and test certifications—critical for regulatory and export clearance.

### 4. Packaging and Logistics

Given the precision and sensitivity of electrical components, packaging is designed to prevent electrostatic discharge, moisture ingress, and physical deformation. Products like solenoids and busbars are packed with foam linings, anti-static wraps, and wooden crates, especially for exports. Shipment labels include serial numbers, QR codes, compliance marks (CE/RoHS), and batch traceability details. Manufacturers often use ERP systems to coordinate dispatches, maintain lead time commitments, and fulfill project-based delivery schedules.

### 5. Distribution and Client Engagement

Distribution is primarily B2B and project-driven, involving EPC firms, utility companies, metro corporations, and export buyers. Manufacturers work under framework agreements, annual contracts, or one-time orders tied to project milestones. Some companies use industrial distributors, while others maintain direct relationships for technical coordination. With the growing digitalization of procurement, many have adopted RFQ portals, online catalogs, and remote consultation services. Post-sales engagement—including performance feedback, troubleshooting, and re-engineering—remains key to customer retention.

### 6. End-Use Applications

The final value is realized when components are installed into power grids, EV platforms, industrial control systems, or rolling stock. For example:

- In railways, actuator modules and braking assemblies are integrated into traction converters.
- In power T&D, bushings and switchgear components are deployed in substations and distribution feeders.
- In EVs, coil windings and control housings are part of drive trains and battery packs.
- In industrial automation, solenoids and actuator terminals are used in control cabinets and smart machines.

### 6. PESTEL Analysis of the Industry

Factor	Key Insights and Implications
Political	<ul style="list-style-type: none"><li>• The Indian government is actively promoting localisation and self-reliance in electrical equipment manufacturing through schemes such as Make in India, Atmanirbhar Bharat, and PLI for Electronics &amp; Power Components.</li><li>• Initiatives like Gati Shakti, National Smart Grid Mission, and Green Energy Corridors are boosting investments in T&amp;D infrastructure, benefitting electrical equipment manufacturers.</li><li>• Bilateral trade agreements such as India-UAE CEPA and India-Australia ECTA are enhancing market access for Indian electrical goods.</li><li>• Continued public investment in urban development, railways, and renewable energy is strengthening domestic demand for electrical systems and components.</li></ul>

<b>Economic</b>	<ul style="list-style-type: none"> <li>• Rising public and private investments in infrastructure, smart cities, EV charging, and industrial electrification are driving long-term demand for switchgear, control systems, and transformers.</li> <li>• Volatility in raw material costs (copper, aluminium, silicon) impacts margin stability, particularly for MSMEs and project-based suppliers.</li> <li>• MSME support schemes like ECLGS, CGTMSE, and SIDBI-backed loans are enabling capacity expansion and technological upgrades.</li> <li>• Growing exports of electrical goods, especially to South Asia, Africa, and the Middle East, are positioning India as a cost-effective global supplier.</li> </ul>
<b>Social</b>	<ul style="list-style-type: none"> <li>• Urbanisation and rising industrial energy consumption are driving demand for reliable, high-efficiency electrical equipment.</li> <li>• Increased consumer and institutional focus on safety, sustainability, and power quality is accelerating the adoption of certified and smart electrical products.</li> <li>• A shift toward electrical automation in homes, commercial buildings, and factories is creating new growth avenues.</li> <li>• Skilled workforce shortages, especially in digital and embedded systems, remain a key concern for scaling operations.</li> </ul>
<b>Technological</b>	<ul style="list-style-type: none"> <li>• Adoption of Industry 4.0 technologies (e.g., IoT-enabled panels, SCADA systems, digital twins, and smart sensors) is transforming manufacturing efficiency and product intelligence.</li> <li>• Advancements in energy management systems, variable frequency drives (VFDs), and remote monitoring tools are enhancing product value propositions.</li> <li>• Export competitiveness is increasingly tied to global certification compliance such as CE, RoHS, UL, and ISO standards.</li> <li>• Companies investing in smart grid integration, predictive maintenance, and embedded software are gaining a significant edge in both domestic and global markets.</li> </ul>
<b>Environmental</b>	<ul style="list-style-type: none"> <li>• The industry is subject to growing pressure to adopt energy-efficient production practices and reduce carbon footprints.</li> <li>• Demand for green-certified and recyclable electrical components is rising, especially from European and North American buyers.</li> <li>• Compliance with E-waste rules, REACH, and GHG emission reporting is becoming essential for large-scale suppliers and exporters.</li> <li>• Companies are increasingly investing in solar rooftops, low-emission manufacturing systems, and wastewater treatment to meet environmental and ESG goals.</li> </ul>
<b>Legal</b>	<ul style="list-style-type: none"> <li>• Adherence to BIS, IS, IEC, and CEA norms is mandatory for selling electrical equipment in regulated sectors like power utilities, railways, and EV infrastructure.</li> <li>• Exporters must comply with international standards such as CE marking (EU), UL listing (US), and REACH compliance.</li> <li>• Compliance with laws under the Factories Act, Labour Codes, and Environmental Protection Act is critical for plant operations and workforce safety.</li> </ul>

- |   |
|---|
| <ul style="list-style-type: none"> <li>• Intellectual Property Rights (IPR), contract enforcement, and timely product certification play a major role in market access and long-term partnerships.</li> </ul> |
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## 7. Government Initiatives and Policy Support

The Indian electrical engineering industry, which forms the backbone of power infrastructure, electrification projects, and industrial automation, benefits from a broad array of policy interventions aimed at promoting domestic manufacturing, export competitiveness, and technological advancement. The government's approach combines financial incentives, quality mandates, trade protection, infrastructure upgrades, and digital enablement to enhance industry performance across scale and geographies.

### 1. Production Linked Incentive (PLI) Scheme

Although not directly targeting electrical engineering products, the PLI schemes for sectors such as white goods, electronics, and advanced chemistry cells have a significant trickle-down effect on the electrical equipment industry. These schemes incentivize domestic production of critical sub-components like transformers, sensors, smart meters, compressors, and control systems. By encouraging investment in automation technologies and high-efficiency materials, the scheme enhances backward integration and supports local sourcing of essential raw materials such as copper, aluminium, and insulating components—key inputs for electrical product manufacturers.

### 2. Make in India and Atmanirbhar Bharat

The government's flagship programs, Make in India and Atmanirbhar Bharat, aim to build self-reliance in strategic sectors, including power, defence, and transport. These initiatives are directly supporting the growth of domestic electrical equipment manufacturing by incentivizing local production of transformers, circuit breakers, switchgears, control panels, and smart meters. As a result, large OEMs are shifting their sourcing base to Indian suppliers, thereby enhancing domestic value addition and reducing dependency on imports. This push is also enabling Indian manufacturers to compete globally by building resilient, cost-efficient, and quality-compliant supply chains in electrical systems.

### 3. MSME Development and Financial Support

A large proportion of electrical engineering units in India operate as MSMEs. To support them, the government has implemented various initiatives such as Udyam Registration (for formal credit access), CGTMSE (collateral-free loans), ECLGS (liquidity support), and the Cluster Development Programme (shared infrastructure and testing facilities). These schemes help small and mid-sized manufacturers upgrade their production with CNC machines, testing labs, and precision tooling setups. Additionally, shared facilities under the CDP improve productivity and quality benchmarks across clusters engaged in cable manufacturing, control panel assembly, and protective device fabrication.

### 4. Quality Standards and Certification

To enhance global competitiveness and ensure safety, the electrical engineering industry is governed by strict quality certifications. The Bureau of Indian Standards (BIS) mandates compliance for key equipment such as transformers, circuit breakers, wires, cables, and electrical protection devices. Moreover, certifications under ISO and IEC frameworks are required for exports and government tenders. These quality norms promote manufacturing discipline, reduce product failure rates, and enhance marketability in both domestic and international markets. Adhering to these standards also enables Indian manufacturers to secure large-value contracts with utilities and infrastructure companies.

### 5. Anti-Dumping Duties and Import Substitution

To protect domestic manufacturers from unfair pricing, the government has imposed anti-dumping duties on several imported electrical components, including electrical steel (used in transformers), copper and aluminium inputs, and specific grades of castings. These duties help stabilize margins, prevent undercutting by low-cost foreign competitors, and support capacity utilization among Indian producers. Such policy interventions are especially important for MSMEs, which are often unable to compete with dumped products in terms of pricing.



## **6. Export Promotion and Trade Agreements**

To support outbound trade, the government has implemented schemes such as RoDTEP (Refund of Duties and Taxes on Exported Products), the EPCG scheme (duty-free capital goods import), and Market Access Initiatives. Bilateral trade agreements like the India-UAE CEPA and India-Australia ECTA have further enhanced preferential access for Indian electrical products such as control panels, solar inverters, and switchgear. These frameworks are enabling Indian manufacturers, especially SMEs, to enter new global markets and compete on favourable terms.

## **7. Infrastructure and Logistics Development**

Under the PM Gati Shakti National Master Plan and the National Logistics Policy, the government is focusing on building efficient transport infrastructure that supports industrial growth. For the electrical engineering sector, these initiatives reduce transportation time and cost for heavy and bulky equipment such as transformers, panel boards, and cable drums. Enhanced connectivity to ports, industrial corridors, and warehouses streamlines both domestic distribution and export logistics, making Indian products more competitive globally.

## **8. Digital Procurement Reforms**

The digitalization of B2B procurement through platforms such as the Government e-Marketplace (GeM) and the Open Network for Digital Commerce (ONDC) is transforming the way MSMEs in the electrical equipment sector access government and institutional buyers. These platforms offer improved visibility, simplify compliance, and allow even small manufacturers of products like MCBs, wiring systems, and electrical fittings to participate in public procurement. This fosters transparency, price discovery, and wider market reach for businesses that traditionally lacked access to large government orders.

## **9. Skill Development and Technology Upgradation**

To address the increasing demand for skilled labour and adoption of Industry 4.0 technologies, the government is promoting skilling and capital support schemes. Initiatives such as Skill India and PMKVY provide training in CNC operation, 3D printing, electrical safety, and digital control systems, which are essential for modern electrical equipment production. Additionally, the Credit Linked Capital Subsidy Scheme (CLCSS) helps MSMEs invest in automated machinery, robotic welders, and precision testing equipment. Tool rooms and technology centres also assist manufacturers in prototyping, design, and product validation.

## **8. Technology and Digital Transformation in the Electrical Engineering Industry.**

The global and Indian electrical engineering industry is undergoing a paradigm shift through the adoption of advanced digital technologies and automation frameworks. Traditionally focused on design, assembly, and testing of electrical components and systems, the sector is now integrating data-driven tools, smart manufacturing, and sustainable technologies to meet the evolving demands of precision, scale, and energy efficiency. These innovations are transforming the way electrical equipment—from switchgears and transformers to busbars and power control systems—is designed, manufactured, and delivered.

### **1. Advanced Manufacturing and Processing Technologies**

Electrical equipment manufacturers are deploying advanced manufacturing systems such as Computer Numerical Control (CNC) machines, laser cutting, and robotic coil winding to improve dimensional accuracy and consistency in products like transformers, circuit breakers, and insulators. The adoption of automated winding machines, robotic soldering, and plasma arc welding in busbar and panel board manufacturing is replacing manual processes, enabling faster throughput and lower defect rates. Surface treatment techniques such as powder coating, anti-corrosion plating, and epoxy encapsulation are also being increasingly automated to meet international quality and safety standards.

### **2. Smart Systems and IoT-Enabled Operations**

Smart factories in the electrical sector are being powered by IoT-based sensors and condition-monitoring systems integrated into production lines. These systems collect real-time data on variables such as insulation resistance, winding temperature, voltage drop, and vibration. Predictive maintenance of critical machinery—such as stamping presses, transformer oil processing units, and control panels—helps avoid downtime. Remote diagnostics, enabled via cloud-connected control

systems, are enhancing responsiveness and ensuring seamless commissioning of electrical installations in industrial and infrastructure projects.

### **3. Digital Design and Simulation Tools**

The electrical engineering sector is leveraging Computer-Aided Design (CAD), Computer-Aided Engineering (CAE), and electromagnetic simulation software to design switchboards, relay systems, high-voltage insulators, and control panels. Finite Element Analysis (FEA) is used to test the thermal, mechanical, and dielectric performance of electrical components under simulated conditions. 3D product modeling and digital twin technology allow engineers to optimize conductor layouts, space utilization, and airflow in enclosures, reducing prototyping costs and time-to-market.

### **4. Automation in Assembly and Quality Assurance**

Automation is being rapidly adopted in high-precision tasks such as terminal crimping, soldering, lamination stacking, vacuum impregnation, and core assembly. Vision-based inspection systems are used to check for micro-cracks, solder defects, and alignment errors in PCB assemblies and cable terminations. High-voltage testing, insulation resistance checks, and short-circuit simulations are increasingly conducted through automated test benches integrated with Programmable Logic Controllers (PLCs) and SCADA systems, ensuring strict adherence to IEC, IS, and UL standards.

### **5. ERP, MES, and Data-Driven Manufacturing**

Enterprise Resource Planning (ERP) platforms integrated with Manufacturing Execution Systems (MES) are enabling real-time tracking of production, inventory, and compliance in electrical component plants. Dashboards visualize plant performance, downtime analytics, and energy usage trends, allowing data-backed decision-making. RFID tagging of components and barcoded process flows improve traceability throughout the manufacturing lifecycle—from raw material intake to finished goods dispatch—enhancing accountability and customer confidence.

### **6. R&D Infrastructure and Product Innovation**

Many mid-sized and large electrical firms are establishing R&D centers equipped with high-voltage testing labs, electromagnetic compatibility (EMC) chambers, and endurance testing rigs. These labs facilitate innovation in compact substation designs, low-loss cores, fire-retardant cables, and smart meters. Integration with customer feedback loops, field failure data, and simulation results is leading to continuous product improvement. Collaborative R&D with global OEMs and academia is also promoting localization of high-value technologies.

### **7. Digital Sales, Product Configurators, and Customer Support**

Electrical engineering companies are increasingly digitizing their B2B customer journeys by offering online product configurators for busbars, LT/HT panels, or capacitors. Clients can now customize specifications, simulate load behaviors, and request quotations in real time via corporate portals. After-sales platforms provide access to test certificates, operating manuals, and service requests. CRM-enabled chatbots and remote video assistance tools are enhancing technical support and shortening response times for on-site troubleshooting.

### **8. Sustainable Engineering and Green Technology Adoption**

Sustainability is now central to manufacturing strategy in the electrical sector. Factories are investing in solar-powered energy supply, waste heat recovery systems, and zero-discharge water treatment for copper etching and insulation curing processes. Manufacturers are integrating energy-efficient motors, LED lighting, and smart HVAC systems in their own operations to align with ESG benchmarks. Lifecycle assessments (LCAs), carbon footprint monitoring tools, and environmental certifications like ISO 14001 are increasingly demanded by international buyers and project consultants.

### **9. Competitive Landscapes**

The competitive landscape of the electrical engineering industry is shaped by a dynamic interplay of technological advancements, regulatory frameworks, infrastructure development, and energy transformation goals. Unlike traditional manufacturing sectors, electrical engineering is increasingly influenced by sustainability imperatives, digital integration, and

national infrastructure priorities. The industry comprises a diverse set of players including multinational corporations, domestic manufacturers, EPC contractors, and niche component suppliers.

### 9.1 Key Factors Shaping Competition

1. **Government Policy and Regulatory Environment:** Government initiatives such as "Power for All," the National Smart Grid Mission, and schemes like IPDS (Integrated Power Development Scheme) directly influence competitive dynamics. Regulatory mandates for energy efficiency, safety standards (such as BIS/IEC), and localisation under schemes like "Make in India" impact how companies design their strategies and compete.
2. **Infrastructure Modernisation and Electrification Projects:** Rapid electrification in rural areas, urban infrastructure upgrades, and metro/railway electrification projects create demand for transmission and distribution (T&D) equipment, control panels, and automation solutions. Companies aligned with infrastructure growth have a competitive advantage.
3. **Technological Capabilities and Innovation:** Firms that invest in R&D and offer smart solutions—such as IoT-enabled switchgear, smart meters, automated substations, and energy monitoring systems—gain an edge. Integration of renewable energy solutions with grid infrastructure is also becoming a key differentiator.
4. **Local Manufacturing and Backward Integration:** In a market that values reliability and timely delivery, companies with in-house manufacturing of key components (transformers, relays, control panels, etc.) and vertical integration are better positioned to serve institutional clients and utilities.
5. **Project Execution and Track Record:** A strong history of executing EPC contracts, substation installations, or turnkey projects improves credibility. Timely project delivery, after-sales support, and adherence to safety and quality norms are critical benchmarks.
6. **Capital Investment and Technical Infrastructure:** Modern factories with automated production lines, testing labs, and design capabilities are essential to compete in large-scale projects. Infrastructure for type testing, NABL-accredited labs, and product certification enhances competitiveness.
7. **Export Capability and International Standards:** Companies that align with global technical standards (like IEC, ANSI) and have the ability to export to developing nations gain a distinct advantage. Export readiness also helps in scaling operations.
8. **Participation in Industry Clusters and Industrial Corridors:** Being part of electrical industry clusters or integrated industrial zones facilitates supplier coordination, access to common infrastructure, and policy incentives, boosting competitiveness.
9. **Digital Engineering and Software Integration:** As systems become more interconnected, players with embedded software capabilities, SCADA system integration, and digital twin modeling gain traction.

### 9.2 Competitive Strategies

1. **Product Diversification and Customization:** Companies are expanding portfolios to include smart energy meters, EV charging systems, solar inverters, and power automation equipment. Customizing offerings for specific client requirements—like utilities or infrastructure projects—enhances market relevance.
2. **Strategic Alliances and Technology Tie-ups:** Collaborations with international OEMs for advanced power electronics, grid equipment, or simulation tools help domestic players gain technical expertise and competitive differentiation.
3. **Innovation and Digitalisation:** Investment in automation, Industry 4.0 manufacturing, AI-based demand forecasting, and predictive maintenance tools allows firms to offer intelligent and efficient systems.

4. **Integrated Project Delivery:** Moving beyond product supply, players are providing end-to-end solutions including design, engineering, procurement, erection, and commissioning (EPC). This one-stop approach improves client retention and project control.
5. **Domestic Market Penetration and Government Tenders:** Bidding for state and central government projects in power transmission, distribution upgrades, and railway electrification remains a key strategy for expanding domestic footprint.
6. **Export Orientation and Global Certifications:** Companies are focusing on export growth through IEC/CE certifications, participation in global expos, and by setting up overseas marketing offices.
7. **Skill Development and Technical Training:** To ensure a ready talent pool, companies are investing in technical training centres and collaborating with engineering institutions for workforce development.
8. **Agility in Compliance and Standards:** Rapid response to changes in BIS standards, product safety mandates, and energy efficiency norms allows firms to stay ahead of the curve and qualify for fast-track approvals.

### 9.3 Barriers to Entry

1. **Regulatory Compliance and Certification:** New entrants must comply with BIS, ISO, IEC norms and obtain certifications for product testing, manufacturing processes, and environmental compliance. Navigating the regulatory maze can be costly and time-consuming.
2. **High Capital Requirements:** Setting up manufacturing units, testing labs, and acquiring machinery for switchgear, transformers, and automation systems involves heavy capital expenditure. This limits entry for smaller players.
3. **Technology and IP Access:** Advanced technologies in power electronics, grid automation, and energy management often require licensing or partnerships. Proprietary software, simulation tools, and embedded systems are typically controlled by established players.
4. **Established Distribution and OEM Networks:** Existing companies benefit from deep-rooted networks of dealers, distributors, and OEM customers, making market penetration challenging for newcomers.
5. **Dependence on Skilled Workforce:** The sector requires engineers, technicians, and project managers trained in electrical system design, safety standards, and digital integration. Talent shortages can restrict new entrants.
6. **Project Qualification and Experience Requirements:** Government and utility tenders typically demand past experience in executing similar projects, technical turnover, and product certifications—criteria difficult for startups to meet.
7. **Price Competition and Margin Pressure:** Commoditised products like cables, panels, and conventional T&D equipment face severe price undercutting, making it difficult for new entrants to achieve viable margins.
8. **Supply Chain Complexity and Input Volatility:** Managing vendor quality, logistics, and input cost volatility (e.g., copper, aluminium, insulation) requires experience and scale—posing operational risks for newer firms.
9. **Dominance of Large Conglomerates:** Players like Siemens, ABB, L&T, and Schneider Electric dominate high-value segments through strong technical credentials, execution capabilities, and customer relationships—creating an uneven competitive field.

### 9.4 Key Industry Players

#### Yash Highvoltage Ltd

- **Description:** Yash Highvoltage Ltd is a leading Indian manufacturer specializing in high-voltage insulating components and bushings used in power transformers, switchgear, and other high-voltage electrical equipment. The

company caters to utilities, transformer OEMs, and EPC contractors, and exports to over 30 countries globally. It is known for its in-house porcelain manufacturing and rigorous quality standards.

- **Incorporated:** 2002; **Headquarters:** Vadodara, Gujarat.
- **Key Products:** High-voltage porcelain bushings, epoxy resin components, transformer insulators, post insulators, and HV connector systems.

#### Salzer Electronics Ltd

- **Description:** Salzer Electronics is a well-established electrical engineering company that designs and manufactures a wide range of industrial electrical products. The company serves sectors such as infrastructure, railways, renewables, and building automation. It is a preferred supplier for many public and private sector enterprises due to its focus on quality, innovation, and customer-centric solutions.
- **Incorporated:** 1985; **Headquarters:** Coimbatore, Tamil Nadu.
- **Key Products:** Rotary switches, cable ducts, load break switches, wire ducts, modular switchgear, energy meters, and customized automation products.

#### Kirloskar Electric Company Ltd

- **Description:** One of India's pioneering electrical engineering companies, Kirloskar Electric has a diversified portfolio across rotating machines, power electronics, and power generation equipment. The company plays a key role in India's industrial and power sectors, providing solutions to railways, defence, oil & gas, and utilities. It is known for its legacy, wide service network, and engineering excellence.
- **Incorporated:** 1946; **Headquarters:** Bengaluru, Karnataka.
- **Key Products:** AC/DC motors, alternators, transformers, switchgear, induction motors, and UPS systems.

### 9.5 Company Positioning – Inspros Engineers Limited

Inspros Engineers Limited is a specialized electrical component engineering company with a strong foothold in the manufacturing of precision sub-assemblies and critical parts used in traction control gear, copper busbars, circuit breakers, switchgear, and electrical systems for power grids, railway rolling stock, and electric vehicles. Established in 1984 with a vision to reduce India's dependency on imported electrical equipment, the company has since evolved into a globally competitive player, exporting to over 22 countries across North America, Europe, Asia, and the Middle East.

The company's solenoids, non-condenser bushings, actuator assemblies, and molded components are essential to the functioning of high-spec electrical systems in locomotives, metro trains, and EVs. Notably, its sub-assemblies form the core operating mechanism of circuit breakers, underlining its relevance in safety-critical power applications.

Inspros derives over 50% of its revenue from exports, with a dominant presence in the U.S. market (contributing over 80% of export revenue) followed by Europe and other regions. This global positioning is reinforced by robust manufacturing capabilities, ISO-certified quality systems, SAP-driven operations, and advanced design and testing infrastructure. The company's ongoing focus on high-precision manufacturing, rapid prototyping, and deep client integration positions it as a preferred partner for high-spec electrical engineering solutions across global industrial and transportation segments.

#### 9.5.1 Product Portfolio of the Company

Segment	Product Categories	Key Applications
Electromechanical Assemblies	<ul style="list-style-type: none"> <li>- Solenoids (C Frame, Laminated, Tubular, Latch-type)</li> <li>- Blowout Coils</li> <li>- Flexible Shunts</li> </ul>	<ul style="list-style-type: none"> <li>-Circuit breakers &amp; switchgear systems</li> <li>-Power control &amp; protection devices</li> <li>-Industrial automation &amp; rail traction systems</li> </ul>

	- Wire-wound Coils	
<b>Busbar &amp; Conductive Systems</b>	-Copper Busbars (Tubular, Flat, Rectangular) - Epoxy Glass Fibre Insulated Busbars	-Power distribution units -Locomotive roof -mounted assemblies - Electrical cabinets & panels
<b>Control &amp; Safety Equipment</b>	- Master Controllers -Contactors (Electro-pneumatic, Magnetic) - Flasher Lights & Control Units - Marker Lights - Cab Fans	-Railway rolling stock (metro & locomotives) -Traction control systems - Railway safety & signalling
<b>Capacitor Components</b>	-Non-Condenser Bushings -Weldable Bushings -Lid Assemblies - Parallel Terminal Connectors	-HV Capacitor manufacturing - Power factor correction systems - Grid voltage stabilization
<b>Electrical Actuation Systems</b>	- EV Actuators- Electrical Shifters with Molded Coils	- High-performance electric vehicles In-vehicle control systems
<b>Railway Panel Assemblies</b>	-Driver Consoles -Cubical Panels -DETC Switchgear & Control Cubicles	-Locomotive and metro train control systems - Power and traction distribution panels

## 9.6 SWOT Analysis

Strengths	Weaknesses
<ul style="list-style-type: none"> <li>• <b>Strong government support and infrastructure push</b> – Schemes like Saubhagya, Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY), Revamped Distribution Sector Scheme (RDSS), and Smart Cities Mission have bolstered demand for electrical equipment and systems, providing steady project inflows for industry players.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Dependence on imports for advanced components</b> – India continues to import critical electrical components such as silicon wafers, high-performance capacitors, advanced semiconductors, and automation hardware, limiting full localisation.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Growing demand from industrial and infrastructure sectors</b> – Rising investment in metro rail, renewable energy, electric vehicles, and real estate sectors has created sustained demand for switchgear, cables, control systems, and transformers.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Fragmented market structure and price-based competition</b> – The sector, particularly in low-voltage products, is fragmented with a large number of small players, leading to intense price competition and margin erosion.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Emerging smart and digital technologies</b> – Increased adoption of smart meters, digital substations, energy management systems, and Industry 4.0 solutions is enabling Indian firms to diversify and modernize offerings.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Limited R&amp;D and IP ownership</b> – Many domestic firms focus on assembly and system integration, with limited investment in proprietary technologies or product innovation, affecting their global competitiveness.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Established presence of large domestic players and global MNCs</b> – The industry benefits from strong players such as L&amp;T, Siemens India, ABB, and Kirloskar Electric, fostering technological advancement and competitive benchmarking.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Slow adoption of advanced manufacturing practices</b> – Small and mid-sized firms often lack resources to adopt automated, smart manufacturing technologies, affecting productivity and output consistency.</li> </ul>

Opportunities	Threats
<ul style="list-style-type: none"> <li>• <b>National energy transition goals</b> – Government focus on renewables, smart grids, and electrification of mobility creates long-term opportunities for companies involved in grid infrastructure, storage systems, and charging networks.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Global supply chain risks and input cost volatility</b> – Disruptions in raw material supply (copper, aluminium, silicon) and geopolitical events can lead to cost spikes and supply delays.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>PLI schemes and localisation incentives</b> – Production-linked incentive (PLI) schemes for solar modules, power electronics, and semiconductors support local manufacturing and reduce import dependence.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Rapid technological changes</b> – Fast-evolving global standards and technologies (e.g., in grid automation, battery storage) may outpace domestic players who do not continuously invest in innovation.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Export potential to developing economies</b> – Indian-made electrical products are well-suited for African, South Asian, and Middle Eastern markets due to competitive pricing, reliability, and growing bilateral trade agreements.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Regulatory and compliance challenges</b> – BIS certification, safety norms, and evolving environmental regulations can increase compliance burden and restrict flexibility, especially for MSMEs.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Smart cities and industrial corridor development</b> – Large-scale urban infrastructure programs and industrial corridors (e.g., Delhi-Mumbai Industrial Corridor) are creating demand for integrated electrical systems and project-based solutions.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Intense global competition</b> – Indian manufacturers face stiff competition from established global brands like Schneider Electric, GE, and Eaton, especially in high-end or digitally integrated solutions.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Integration of digital technologies</b> – Application of SCADA, IoT, digital twins, and AI in grid and industrial automation provides scope for innovation and value-added services.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Delayed payments and project execution issues</b> – Project-based procurement cycles in government or infrastructure tenders often involve delayed payments or procedural hurdles that strain working capital.</li> </ul>

## 9.7 Peer Benchmarking Table (FY2024–25)

All financials are standalone unless stated otherwise. Figures are in ₹ crores.

Key Indicators	Salzer Electronics Limited	Yash High Voltage Limited	Kirloskar Electric Company Limited
Revenue from operations	1382	150	543
Total Income	1383	152	551
EBITDA	130	34	23
EBITDA Margin	9.39%	22.49%	4.22%
PAT	62	21	3
PAT Margin	4.49%	14.09%	0.68%
ROE (%)	152%	15%	6%
ROCE (%)	22.16%	36.98%	11.7%
Net worth	12	141	66

Source: FY25 Financials submitted on BSE

Formulas used:

- EBITDA = Earnings Before Interest, Tax, Depreciation and Amortisation
- EBITDA margin = EBITDA/Revenue from Operations
- Return on Capital Employed = Earnings before Interest and Tax / (Total Equity + Short Term Borrowing + Long Term Borrowing)
- Debt to Equity Ratio = Total Debt / Total Equity
- Return on Equity = Profit After Tax / Average net worth

The peer benchmarking analysis evaluates the financial performance of Salzer Electronics Limited, Yash High Voltage Limited, and Kirloskar Electric Company Limited based on their FY25 financials. Each company represents a distinct profile within the electrical engineering industry, ranging from product diversification and export focus to high-margin niche manufacturing.

Yash High Voltage Limited, despite operating at the smallest revenue base of ₹150 crore, stands out for its impressive profitability and capital efficiency. The company records the highest EBITDA margin of 22.49% and PAT margin of 14.09%, indicating strong operational efficiency and prudent cost management. Its ROCE of 36.98% is the highest among peers, reflecting excellent capital productivity, while a healthy PAT of ₹21 crore further reinforces its niche strength in high-voltage insulator manufacturing.

Salzer Electronics Limited generates the highest revenue in the peer group at ₹1382 crore, supported by a broad product portfolio including switchgear, industrial automation products, and energy management solutions. It posts an EBITDA of ₹130 crore and a moderate EBITDA margin of 9.39%, reflecting the competitive and volume-driven nature of its business. The PAT margin of 4.49% and ROCE of 22.16% indicate efficient capital deployment. The ROE of 152% suggests that profitability has improved relative to shareholder equity, possibly due to a large capital base or dividend distribution strategy. Kirloskar Electric Company Limited, with a revenue of ₹543 crore, exhibits the lowest EBITDA and PAT margins at 4.22% and 0.68%, respectively, suggesting cost pressures or legacy inefficiencies in its operations. Despite having the second-highest net worth (₹66 crore), the company's ROE of 4.73% and ROCE of 11.7% highlight limited returns on capital employed and subdued earnings quality.

In summary, Yash High Voltage Limited emerges as a high-margin, capital-efficient player within a focused product niche. Salzer Electronics leverages its scale and product diversity to maintain healthy returns, though there is room to enhance shareholder value. Kirloskar Electric, while being a legacy player, appears to face challenges in achieving strong profitability and efficient capital utilization, pointing to potential for strategic restructuring and operational optimization.

## 10. Future Outlook

India's electrical engineering industry is poised for robust and sustained growth, driven by accelerating infrastructure development, the nationwide push for renewable energy integration, rapid urbanisation, and the electrification of transport and industrial systems. The transition toward smart grids, electric mobility, and energy-efficient systems is fundamentally reshaping the industry's future trajectory, placing electrical equipment manufacturers at the heart of India's industrial transformation.

Demand for electrical equipment is expected to surge from key end-use sectors such as power distribution and transmission, railways, real estate, EV charging infrastructure, manufacturing, and metro/urban transit systems. Companies with strong design capabilities, backward-integrated manufacturing, and a focus on automation and digitalisation (e.g., SCADA systems, IoT-enabled devices, and smart metering solutions) are particularly well-positioned to capitalise on upcoming opportunities.

Government initiatives including Revamped Distribution Sector Scheme, Smart Cities Mission, Make in India, and Production-Linked Incentive schemes for electronics and clean energy components are providing the much-needed policy impetus for localisation, technology adoption, and capacity expansion. Additionally, the creation of industrial corridors, logistics parks, and green energy zones is expected to stimulate demand for medium and high-voltage switchgear, control panels, transformers, and industrial automation systems.

Looking ahead, companies that prioritise product diversification, integration of renewable energy solutions, adoption of smart manufacturing (Industry 4.0), and export market expansion will be the long-term winners. Technological advancement in power electronics, grid automation, digital twin modelling, and energy management systems will be vital for gaining a competitive edge. The industry's future growth will depend not only on demand tailwinds but also on the ability of firms to adapt rapidly, invest strategically, and build globally scalable solutions.



## OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read 'Forward-Looking Statements' on page 23 for a discussion of the risks and uncertainties related to those statements. You should also read 'Risk Factors', 'Restated Financial Statements' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 33, 237 and 306, respectively, 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 fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see 'Financial Statements' on page 237. The manner in which operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and, used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.*

### Overview

We are an Electrical Engineering company engaged in manufacture of equipment, components and sub-assemblies used in traction control gear, busbars for electrical cabinets for electric locomotives and metro trainsets, solenoids for circuit breakers and switchgears, non-condenser bushings for HV Capacitors and disconnecting actuators for EVs. These parts are primarily used in railway, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles.

Incorporated in 1983, our Company, was established with the goal of reducing India's dependence on imported electrical equipment. Over the years, our company has successfully catered to both domestic and international markets. We embarked on our journey to export our products in 2001 and have since expanded our global reach to over 22 countries, including Argentina, Australia, Brazil, Bulgaria, Canada, Croatia, Czech Republic, Egypt, Morocco, France, Germany, Italy, Kazakhstan, Kuwait, Malaysia, Mexico, Slovenia, Spain, Sri Lanka, Turkey, United Arab Emirates, United States of America. Our customers are industry leaders in their respective segment both India and globally.

We have achieved ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 certifications, thus demonstrating our dedication towards continuous improvement and excellence in all aspects of our operations. Our holistic approach to quality combines empowered employees, systematic manufacturing processes, robust quality assurance plans, and extensive testing. We utilize advanced tools like FMEA (Failure Mode and Effects Analysis) and process capability studies to ensure product quality and efficiency. Our in-house testing facilities and quick prototyping capabilities enable us to rapidly validate designs and customize products to meet specific customer requirements. With a dedicated ERP system, Cloud based SAP S4 HANA, and a strong supply chain logistics network, we believe we are well-positioned to serve as a reliable global vendor for large multinational corporations.

Our manufacturing units are equipped with modern machinery like CNC (Computer Numerical Control) machine & Vertical Machining Centres (VMCs) machine turning centers, heavy duty hydraulic presses and mechanical power presses for metal forming, CNC Waterjet cutting machines, Resistance brazing and projection welding machines, CNC winding machines, Multi station hydraulic presses for insulation consolidation, processing ovens, self-sufficient laboratory equipped with machines and instruments to carry out routine and special tests on electrical assemblies, a materials testing laboratory replete with basic machines, automatic vertical storage

systems, etc. Our workforce comprises of skilled and semiskilled technicians, supervisory, quality control, commercial and managerial staff.

Our Company is promoted by Vipin Mullick and Anandita Mullick. Vipin Mullick, with his extensive experience in the electrical equipment industry, has played a pivotal role in shaping the company's direction and growth. His background at Bharat Heavy Electricals Limited provided him with valuable insights into the industry and inspired him to venture into import substitution of solenoids and other electromagnetic assemblies. On the other hand, Anandita Mullick also has been a key contributor to our Company's success, overseeing human resources, organizational development, quality, and administrative functions. Her expertise in HR and her commitment to creating a positive and efficient work environment have been instrumental in fostering a strong company culture and ensuring the effective implementation of quality management systems.

We operate out of two manufacturing facilities situated at 126 & 125 Sector-A Industrial Area Mandideep, Bhopal, Madhya Pradesh, India 462046 (**Unit I**) and E22 & E23 Satlapur Industrial Area, Phase-2, Mandideep, Bhopal, Madhya Pradesh, India, 462046 (**Unit II**). Having our manufacturing units nearby offers us several strategic advantages including but not limited to efficient logistics and coordination between facilities, allowing for better resource allocation and cost savings.

### Key Performance Indicators

Table set forth below are certain key financial metrics for the periods indicated:

(₹ in lakhs, unless stated otherwise)

Sr No.	Metric	As of and for the Fiscal		
		2025	2024	2023
1	Revenue From operations (₹ in Lakhs)	9,126.53	6,131.87	5,065.78
2	Growth in Revenue %	48.84%	21.04%	-
3	Total income (₹ in Lakhs)	9,412.64	6,319.42	5,287.11
4	EBITDA (₹ in Lakhs)	2,489.21	1,664.50	1,421.21
5	Growth in EBITDA %	49.55%	17.12%	-
6	EBITDA Margin (%)	27.27%	27.15%	28.06%
7	Profit after tax (₹ in Lakhs)	1,597.18	1,048.84	936.87
8	Growth in PAT %	52.28%	11.95%	-
9	EPS	9.58	6.32	5.64
10	Growth in EPS %	51.60%	11.95%	-
11	PAT Margin (%)	17.50%	17.10%	18.49%
12	Return on Equity (ROE) (%)	22.22%	19.20%	20.96%
13	Debt To Equity Ratio	0.04	0.07	0.02
14	Interest Coverage Ratio	32.29	30.07	65.77
15	Return on Capital Employed (ROCE) (%)	30.00%	24.88%	27.27%
16	Current Ratio	4.73	4.95	5.17
17	Net Capital Turnover Ratio	2.19	2.07	2.32
18	NAV / Book Value	43.11	32.91	26.93
19	Return on Net Worth	22.22%	19.20%	20.96%

Notes:

- Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- Growth in Revenue means growth in % terms of the current year as compared to the preceding year.
- Total Income means the sum of Revenue from Operations and Other Income
- EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from continued operations and exceptional items.
- Growth in EBITDA % means growth in % terms of the current year as compared to the preceding year.
- EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.

- g) Profit after Tax refers to sum of total income less total expenses after considering the tax expense
- h) Growth in PAT % means growth in % terms of the current year as compared to the preceding year.
- i) EPS is Earnings per share calculated as Profit attributable to shareholders of the company divided by the weighted average number of shares outstanding during the period.
- j) Growth in EPS % means growth in % terms of the current year as compared to the preceding year
- k) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
- l) Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.
- m) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).
- n) The Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by interest expense.
- o) Return on Capital Employed (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as net worth and total debt.
- p) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- q) Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).
- r) NAV is defined as Net Asset Value and is calculated as Shareholders Net worth divided by the weighted average number of shares outstanding during the period.
- s) RoNW is defined as Return on Net Worth that is Equity share capital add reserves and other equity divided by the weighted average number of shares outstanding during the period.

The following table sets forth a breakdown of our revenue from operations from Domestic and International market in absolute terms and as a percentage of total revenue from operations, for the periods indicated basis the location of the customers:

(₹ in lakhs, unless stated otherwise)

Particulars	For the period ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue from operations	% of total revenue from operation (%)	Revenue from operations	% of total revenue from operation (%)	Revenue from operations	% of total revenue from operation (%)
Domestic Sales	3,140.23	34.41%	2,920.87	47.63%	2,815.22	55.57%
International (Export) Sales	5,986.30	65.59%	3,211.00	52.37%	2,250.56	44.43%
<b>Revenue from Operations</b>	<b>9,126.53</b>	<b>100.00%</b>	<b>6,131.87</b>	<b>100.00%</b>	<b>5,065.78</b>	<b>100.00%</b>

Below is the bifurcation of our domestic sales:

(₹ in lakhs, unless stated otherwise)

Particulars	For the period ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of total domestic sales (%)	Revenue	% of total domestic sales (%)	Revenue	% of total domestic sales (%)
Southern India	1,571.45	50.04%	1,858.06	63.61%	1,581.81	56.19%
Western India	1,164.99	37.10%	724.46	24.80%	933.53	33.16%
Northern India	146.74	4.67%	42.08	1.44%	80.31	2.85%
Central India	55.73	1.77%	115.91	3.97%	33.24	1.18%
Eastern India	201.31	6.41%	180.35	6.17%	186.33	6.62%

Particulars	For the period ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of total domestic sales (%)	Revenue	% of total domestic sales (%)	Revenue	% of total domestic sales (%)
<b>Total Domestic Sales</b>	<b>3,140.23</b>	<b>100.00%</b>	<b>2,920.86</b>	<b>100.00%</b>	<b>2,815.22</b>	<b>100.00%</b>

## Business Operations

### Manufacturing Units

Manufacturing Unit I – 126 & 125 Sector-A Industrial Area Mandideep, Bhopal, Madhya Pradesh, India  
462046

Set up in – 1985

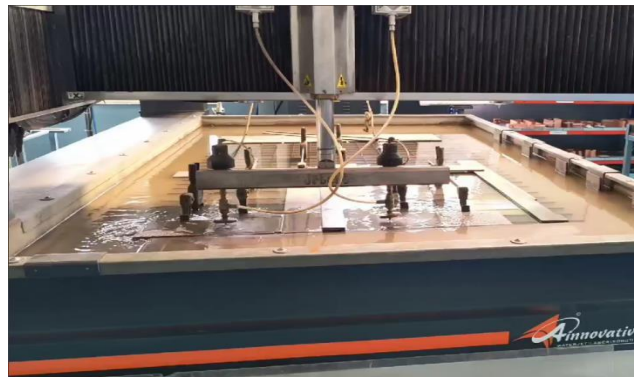
Land Area – 68,456 square feet

Constructed Area – 58,255 square feet





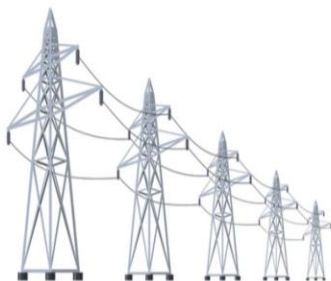
Manufacturing Unit II – E22 & E23 Satlapur Industrial Area, Phase-2, Mandideep, Bhopal, Madhya Pradesh,  
India, 462046  
Set up in – 2014  
Land Area – 98,514 square feet  
Constructed Area – 40,392 square feet



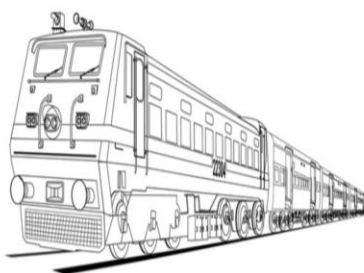




## Business Segments



**Power Grid Infrastructure**



**Railways**



**Electric Vehicles**

## Product Description

Products for Power Grid Infrastructure	Products for Railways	Products for Electric Vehicles
<ul style="list-style-type: none"> <li>• Electromagnetic Linear Actuator for vacuum circuit breakers <ul style="list-style-type: none"> <li>• C-Frame Solenoids</li> <li>• D-Frame Solenoids</li> <li>• Tubular Solenoids</li> <li>• Rectangular Solenoids</li> <li>• Latch type Solenoid – Series /Shunt Trip/ No volt Solenoids</li> <li>• Permanent Magnet Solenoids</li> </ul> </li> <li>• Shock absorbers/Dash Pot</li> <li>• Products for HV Capacitors <ul style="list-style-type: none"> <li>• Weldable bushings</li> <li>• Lid Assemblies</li> <li>• Parallel Terminal Connectors</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Switchgears for railway rolling stock Locomotive /Metros <ul style="list-style-type: none"> <li>• Electrics for DETC including switchgear and control panels</li> <li>• Driver consoles and Cubical Panels</li> <li>• Master controllers</li> <li>• Electro-Magnetic contactors</li> <li>• Electro-Pneumatic Reversing switch and contactors</li> <li>• Epoxy encapsulated coils and parts</li> </ul> </li> <li>• Non- Insulated and Insulated bus bars</li> <li>• Flexible laminated bus bars and Flexible shunts</li> <li>• Flasher light with flasher control unit</li> <li>• Marker Light</li> <li>• Crew/Cab Fan</li> <li>• Parts for Switch gears <ul style="list-style-type: none"> <li>• Blow out coils</li> <li>• Kit parts machined, sheet metals etc.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Electric Actuators</li> </ul>

Below is the product wise bifurcation of our revenue from operations for the table indicated as under:

(₹ in lakhs, unless stated otherwise)

Particulars	For the period ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue from operations	% of total revenue from operation (%)	Revenue from operations	% of total revenue from operation (%)	Revenue from operations	% of total revenue from operation (%)
<b>Products used in</b>						
Railway mobility vehicles	4,456.04	48.83	3,351.82	54.66	2,807.74	55.43
Power Grid equipment's	2,831.99	31.03	1,906.91	31.10	2,140.23	42.25

Particulars	For the period ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue from operations	% of total revenue from operation (%)	Revenue from operations	% of total revenue from operation (%)	Revenue from operations	% of total revenue from operation (%)
Electric Vehicles components	1,592.22	17.45	825.04	13.45	26.31	0.52
Other Miscellaneous	246.29	2.70	48.10	0.78	91.50	1.81
<b>Revenue from Operations</b>	<b>9,126.53</b>	<b>100.00</b>	<b>6,131.87</b>	<b>100.00</b>	<b>5,065.78</b>	<b>100.00</b>

- **Products for Power Grid Equipment's**

For the power grid infrastructure, we offer a diverse portfolio of subassemblies and components that are of mission critical importance for the electrical equipment for which these have been designed for, which include

- Solenoids

Solenoids in switchgear are essential components for the safe and efficient operation of electrical distribution systems. They provide the necessary actuation to operate circuit breakers, isolators, and other mechanical components in a controlled and reliable manner. Whether it's through tripping a breaker during a fault or closing contacts to restore power, solenoids offer fast, precise, and energy-efficient operation in various types of switchgear applications.

In switchgear, solenoids are commonly used to:

- Operate contactors: It provides the mechanical force needed to close or open the contacts in contactors, which are used to control large electrical currents.
- Trip circuit breakers: It can be used to trigger the tripping mechanism of circuit breakers, disconnecting the power supply in case of a fault or overload.
- Position switches: It can be used to move switches to different positions, such as on/off or open/close
- Operate other electromechanical devices: It can be used to control various other electromechanical devices, such as valves, locks, and clutches.

Solenoids are a reliable and efficient way to control mechanical devices using electrical signals. They are widely used in various industries, including power generation, transmission, and distribution, as well as in industrial automation and control systems.

We manufacture various types and configurations, each designed to serve specific functions in controlling the opening and closing mechanisms of the breaker. These solenoids can be categorized based on their frame design, operation type etc. including C Frame, D-Frame, Open Frame Solenoid, Tubular Solenoid, Rectangular Solenoid, Permanent Magnet Solenoids, Laminated Solenoid, Latch type Solenoid – Series / Shunt trip.

- Shock Absorbers / Dash Pot

The dashpot/Shock absorber is a mechanical or hydraulic device used in circuit breakers to control the speed of movement of certain components, such as the tripping mechanism or the contacts, to ensure smooth, controlled operation. The primary purpose of a dashpot in a circuit breaker is to provide damping or delayed action during opening or closing operations, preventing damage caused by rapid movements and ensuring reliable, predictable performance under various operating conditions.



We are also involved in the manufacturing of essential components for high-voltage capacitors like weldable bushings, lid assemblies, and parallel terminal connectors which are crucial for the proper functioning and reliability of these capacitors.

High-voltage capacitors are used for power factor correction, filtering, and energy storage in high-voltage circuits. Weldable bushings facilitate the connection of these capacitors to external electrical systems without compromising the capacitor's performance or safety.

- Weldable bushings

Weldable Bushings are used to connect internal electrical elements of capacitors to external circuits while providing high-voltage insulation and maintaining the integrity of the capacitor's enclosure. These bushings feature porcelain as the primary insulating material, which offers excellent dielectric properties and durability in high-voltage applications.

We manufacture a diverse range of non-condenser type hermetically sealed porcelain bushings which are designed to meet a wide range of creepage distance requirements, ensuring compliance with different voltage levels and international standards. Weldable bushings are used in power transmission, industrial applications, and pulse power systems. Their use enhances reliability, safety, versatility, and longevity, ensuring the efficient and reliable operation of HV capacitors.

- Lid Assembly

The capacitor lid with welded bushing is a specialized assembly engineered to provide reliable electrical connections, insulation, and hermetic sealing for high-voltage capacitors. It features a deep-drawn lid for enhanced structural integrity, paired with secure, leak-proof bushings that are welded directly onto the lid. This design ensures long-lasting, robust protection for internal capacitor components, while maintaining insulation and preventing environmental contamination in demanding high-voltage applications.

- Parallel terminal connectors

Parallel terminal connectors are essential components in HV capacitor banks, used to connect multiple capacitors in parallel. This configuration increases the overall capacitance of the bank, allowing it to store more electrical energy. They provide a secure and reliable electrical connection between the terminals of individual capacitors. It ensures that the current is evenly distributed among the capacitors, preventing overloading and improving the overall efficiency of the capacitor bank. They allow for the easy addition or removal of capacitors from the bank, providing flexibility in meeting changing power requirements.



**Solenoids**



**D Frame Solenoid**



**Tubular Solenoid**



**Rectangular Solenoid**



**Latch Type Solenoid**



**Permanent Magnet Solenoid**



**Shock Absorbers / Dash Pot**



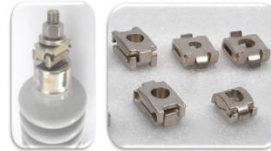
**Laminated Solenoids**



**Weldable Bushings**



**Lid Assembly**



**Parallel Terminal Connectors**

## • Products for Railway Mobility Vehicles

We manufacture components used in the production of railway rolling stock, including locomotives and metro trains. Our product range encompasses a variety of essential components, such as lighting Systems including Flasher lights, flasher control units, and marker lights. Ventilation Systems including Cab fans. Electrical Control Equipment including Parts of contactors, flexible shunts, electro-pneumatic and magnetic contactors, master controllers, DETC switchgear, control cubicles, driver consoles, and cubical panels. Safety Devices including Blowout coils. These components are critical for the safe, efficient, and reliable operation of railway vehicles.

### • Master Controllers

Master controllers are essential components in the control and operation of railway rolling stock, such as locomotives and metro trains. They provide the driver with a centralized interface to control the speed, direction, and braking of the vehicle. It provides drivers with precise control over train speed, direction, and braking. They allow for smooth acceleration and deceleration, facilitate reversals and shunting operations, and offer various braking options. Additionally, master controllers feature notches for adjustable power output and safety features like dead man's handles and emergency stops, ensuring safe and efficient train operation. We offer a comprehensive range of master controllers for railway rolling stock, including mechanical, electrical, and with electronic encoders. Modern controllers offer advanced features like automatic train control, safety features like deadman's control and encoders for signal and feedback control. Our master controllers are designed with

precision and user-friendliness in mind, featuring ergonomic controls and advanced feedback systems to ensure smooth and efficient train operations.

- **Electro Pneumatic and Magnetic Contactors**

Electro-pneumatic and magnetic contactors are essential components in the control and operation of railway rolling stock, such as locomotives and metro trains. These devices are used to switch on and off large electrical currents, controlling the power supply to various systems and components of the vehicle. Electro-pneumatic contactors combine the advantages of electrical and pneumatic control. They use electrical signals to activate a pneumatic mechanism, which in turn operates the contacts. This combination provides precise and reliable control of large currents. Magnetic contactors are simpler in design and use only electromagnetic forces to operate the contacts. They are typically used in applications where lower currents and simpler control are required. They provide high current capacity, reliability, versatility, and ease of maintenance. These features ensure the safe, efficient, and reliable operation of locomotives and metro trains, providing essential control for various electrical systems. Our contactors are built to handle high-current loads and manage electrical power distribution within rolling stock. These are engineered and type tested for reliability and safety, featuring robust construction to withstand the demanding conditions of rail transport.

- **Relays**

Electromagnetic relays manufactured by us play a crucial role in controlling and protecting electrical circuits ensuring reliable switching and protection against faults, enhancing the overall safety and efficiency of the traction system.

- **Busbars**

Insulated and Non-Insulated Copper Busbars conduct electrical power within switchgear cabinet assemblies, designed for high conductivity and durability. Made from solid copper flats/copper tubes or laminated foils, these copper busbars provide superior electrical conductivity and thermal management. Being cut or formed in complex shapes with multi-axes bending customized to optimize space utilization within the electrical cabinet avoiding joints, these busbars or connections minimize energy losses and effectively manages heat generation within a cabinet, ensuring reliable performance in high-current applications.

- **Driver Desks**

Designed for optimal ergonomics and functionality, driver desks manufactured by us integrate advanced digital displays and control interfaces. These desks provide train operators with real-time data and intuitive controls, enhancing operational efficiency and safety.

- **Panels for Rolling Stock**

We manufacture a variety of panels that organize and protect electrical systems within rolling stock. These panels are custom designed and built using loomed wiring harnesses with efficient end terminations with LV and HV relays, push buttons, meters and other devices being mounted inside the panels and on the doors to conserve space and maximize utility for operation and ease of visibility.

- **LED Marker Lights**

Designed for visibility and safety, LED marker lights manufactured by us provide bright, reliable side limitation marking illumination for railway vehicles. Besides, marking these lights can be configured to convey certain operating conditions of the locomotive. Our lights are energy-efficient and built and type tested to withstand the harsh conditions of rail operations.

- **Flasher Lights**

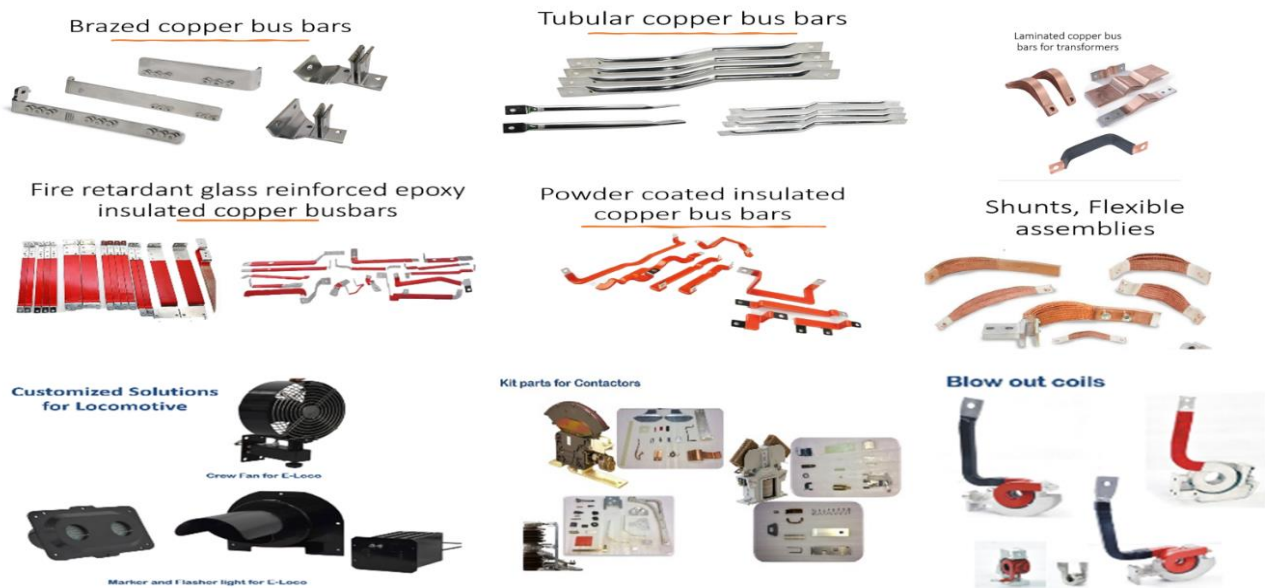
We offer flasher lights that enhance visibility and signalling for railway vehicles. These lights are designed and type tested for high performance and reliability, ensuring effective communication and safety in transit.

- **Crew Fans**

Providing comfort for train's crew in the driver's cabin, these crew fans are engineered to deliver efficient airflow and cooling, being designed for durability and quiet operation, thus enhancing the comfort for the train operating crew.

- **OE Child parts of Contactors**

We supply a variety of high precision machined ferrous/non-ferrous components for the assembly of new contactors as well as for after-market maintenance. These parts are supplied individually or as a kit for an OE contactor.



- **Electrical Actuator for EV**

Electrical actuators are essential components in electric vehicles, providing the mechanical force needed to operate various systems and controls. They are used in place of traditional hydraulic or pneumatic actuators, offering advantages such as higher efficiency, lower maintenance requirements, and improved reliability. We specialize in designing and manufacturing custom electrical actuators tailored to the specific requirements of an EV. Our actuators are customized in terms of size and dimensions, force output, speed, voltage, environmental resistance. One common application of electrical actuators in EVs is as an electrical shifter. These actuators replace traditional mechanical gear selectors, providing a smooth and intuitive shifting experience. Electrical shifters actuators provide more precise control over gear shifts compared to mechanical shifters. They are less prone to mechanical failures and require minimal maintenance. It can be easily integrated with other vehicle systems, such as the infotainment system and driver assistance features. Our electrical actuators incorporate molded coils with inbuilt connector construction. This design ensures a secure and reliable electrical connection, reducing the risk of failures and improving the overall durability of the actuator.

## Electrical Actuator



Electrical Actuator

- **Other products**

- Terminal bushing for motor

We manufacture epoxy cast terminal bushings which are essential components in high-voltage (HV) motors, providing a secure and reliable connection between the motor's internal windings and the external power supply. These bushings are designed to withstand the high voltage and temperature conditions encountered in HV motor applications. They are mechanically robust, able to withstand vibrations, shocks, and other mechanical stresses. The epoxy resin casting provides excellent electrical insulation, preventing leakage currents and ensuring the safety of personnel and equipment. Also, it can withstand high temperatures, making these bushings suitable for use in HV motors operating under demanding conditions. They are resistant to moisture, chemicals, and other environmental factors, ensuring long-term reliability. It can be customized to meet specific requirements, such as voltage rating, current capacity, and mounting dimensions.

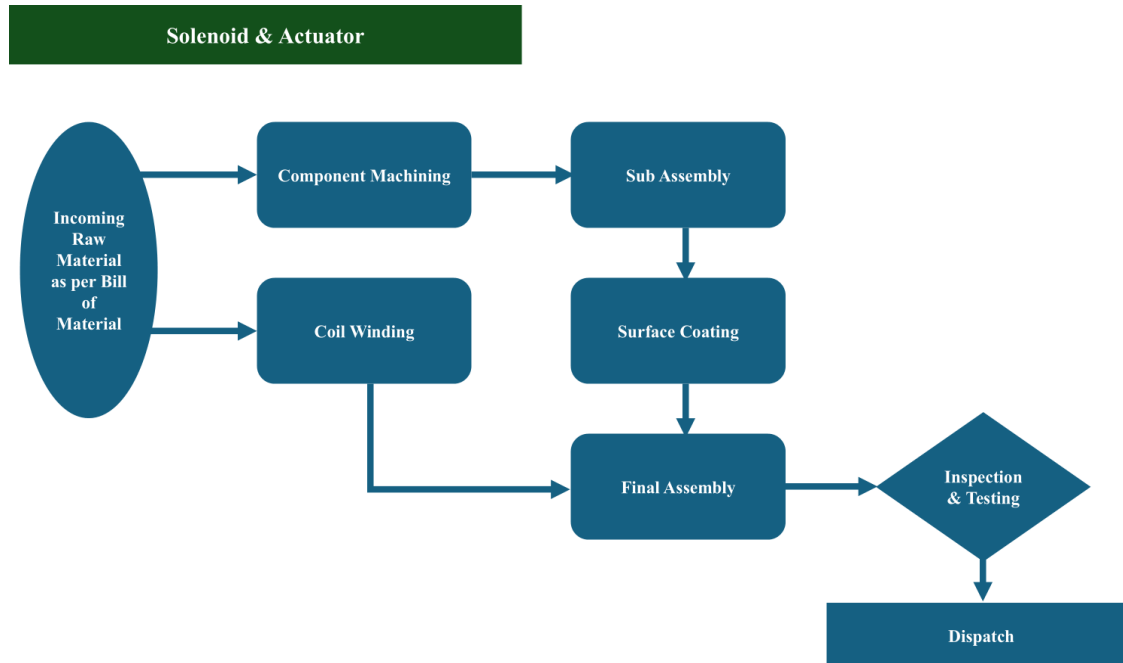
- Epoxy Cast Slip Ring for Alternators

Epoxy cast slip rings are essential components in alternators, providing a reliable means of transferring electrical power and signals between rotating and stationary parts of the system. They play a crucial role in ensuring the efficient operation of various electrical machines, including automotive and industrial alternators.

## Other Products



## Key Manufacturing Process



**Incoming Raw Materials as per bill of materials:** Appropriate materials are selected for the coil, core, housing, and other components based on factors such as strength, durability, and electrical conductivity. The necessary materials are sourced from reliable suppliers, ensuring quality and timely delivery.

**Component machining:** the machining process involves variety of machining processes to create the individual components and assemble them into the final product

**Coil winding:** The appropriate type and gauge of wire are selected based on the desired inductance, current rating, and other specifications. The wire is wound around a core or bobbin to form the coil.

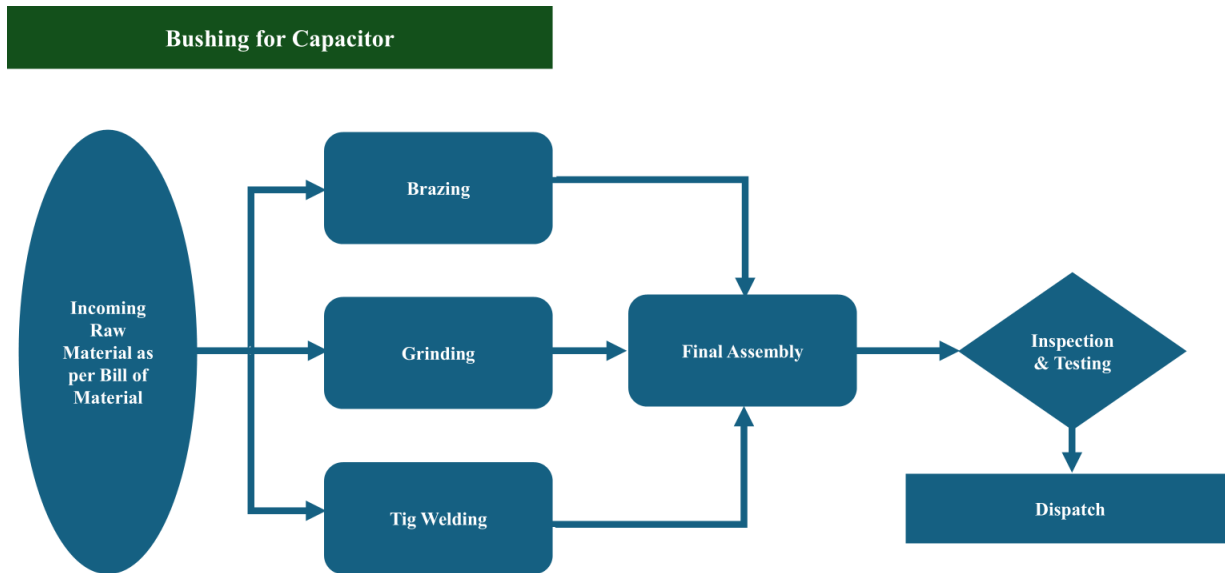
**Sub assembly:** The sub-assembly processes are performed in a sequential manner, with each step building upon the previous one. The specific sequence and techniques vary depending on the design and complexity of the solenoid or actuator.

**Surface coating:** Surface coatings are applied to solenoids and actuators to enhance their performance, durability, and appearance. Surface coating is done through electroplating, powder coating, anodizing, electroless nickel plating and painting

**Final assembly:** Final assembly involves ensuring that all components, including the coil, core, housing, terminals, and other parts, are clean and free of any defects.

**Inspection & testing:** It involves testing the assembled solenoid or actuator to ensure that it operates as intended and meets the specified performance requirements, verifying the electrical properties such as resistance, inductance, and operating voltage and testing the mechanical performance such as force output, speed, and durability. Inspecting the assembled product for any defects, damage, or misalignment and verifying the dimensions of the product meet the design specifications.

**Dispatch:** Arranging for shipment of the finished product to the customer according to their specifications and delivery requirements.



**Incoming raw materials as per bill of materials:** procurement of required raw materials, such as porcelain, epoxy resin, glass fiber, and metal components, are prepared and inspected for quality.

**Brazing:** Brazing is a joining process used in the manufacturing of bushings for capacitors. It involves heating two or more metals to a temperature above the melting point of a filler metal, which flows into the joint between the metals and bonds them together.

**Grinding:** Grinding is a machining process used in the manufacturing of bushings for capacitors. It is used to remove material from the insulator body and achieve the desired shape, size, and surface finish.

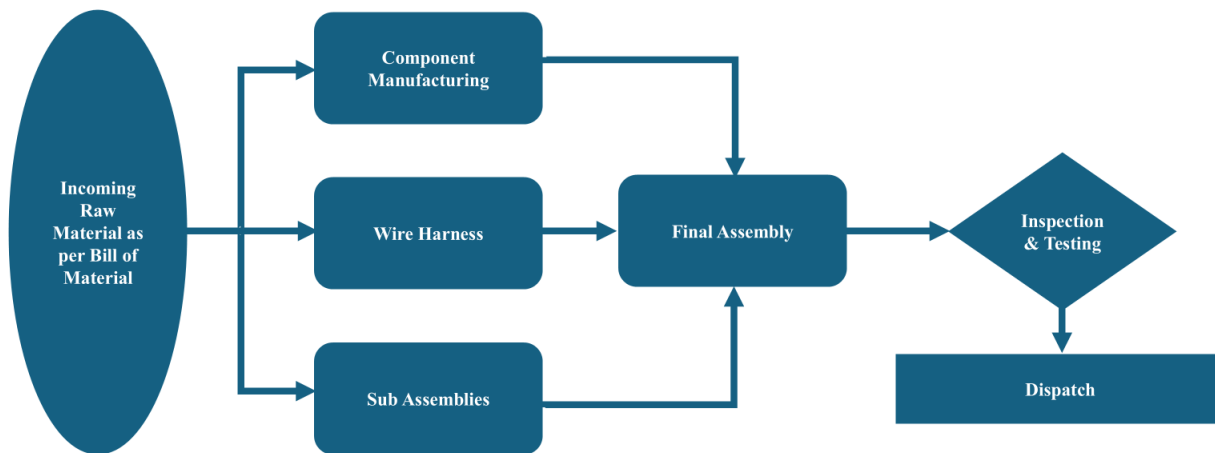
**Tig Welding:** Tig welding is a type of arc welding that is used to join stainless steel components in the manufacturing of bushings for capacitors.

**Final Assembly:** Final assembly process involves ensuring that all components, including the porcelain insulator, epoxy resin, metal components, and any other necessary parts, are clean and free from defects. Further, assembly of porcelain insulator and metal components are also done by assembling the porcelain body with the metal terminals, connectors, or flanges using appropriate techniques, such as soldering, brazing, or mechanical fastening.

**Inspecting & testing:** Inspection & testing process typically involves a series of tests to verify that the bushing meets the required electrical, mechanical, and environmental specifications. Electrical tests for bushings include measuring insulation resistance, applying high voltage for a specified duration, and detecting partial discharges to assess the bushing's ability to withstand electrical stress and identify potential insulation issues. Mechanical tests for bushings include verifying dimensions, evaluating mechanical strength, and assessing resistance to thermal stress through repeated heating and cooling cycles. Environmental tests for bushings include exposure to high humidity, extreme temperatures, and a salt spray environment to assess their resistance to moisture, temperature variations, and corrosion. Also, a visual inspection is conducted to check for any defects, such as cracks, scratches, or foreign material.

**Dispatch:** Arranging for shipment of the finished product to the customer according to their specifications and delivery requirements.

## Electrical Panels for Rolling Stock



**Incoming raw material as per bill of materials:** The manufacturing of electrical panels for rolling stock requires a variety of raw materials, including metals, electrical components, wiring and cabling, and other materials. The specific materials used depend on the design and functionality of the panel. Common materials include steel, aluminum, copper, circuit breakers, relays, contactors, fuses, switches, indicators, sensors, control systems, wires, insulation, connectors, enclosures, labels, and fasteners. These materials are assembled into the panel according to the engineering specifications and undergo rigorous testing to ensure quality and safety.

**Component manufacturing:** The manufacturing of electrical panels for rolling stock involves a multi-step process that includes design, component selection, panel fabrication, wiring and cabling, testing, and installation. The panel must comply with industry standards, incorporate safety features, and be designed to withstand harsh operating environments.

**Wire harness:** The manufacturing of wiring harnesses for electrical panels in rolling stock involves designing the harness based on the panel's layout, selecting and cutting appropriate cables, terminating the cables with connectors, assembling the harness, and conducting thorough testing. Proper cable management, shielding, and testing are essential to ensure the harness's integrity and reliability in the harsh operating environment of rolling stock.

**Sub-assemblies:** The sub-assembly process for manufacturing electrical panels for rolling stock involves assembling individual components, such as switches, relays, contactors, circuit breakers, and fuses, onto the panel frame. Wiring harnesses are then connected to these components, ensuring proper electrical connections and functionality. The panel is then subjected to rigorous testing and quality control to verify its performance and safety before installation in the rolling stock.

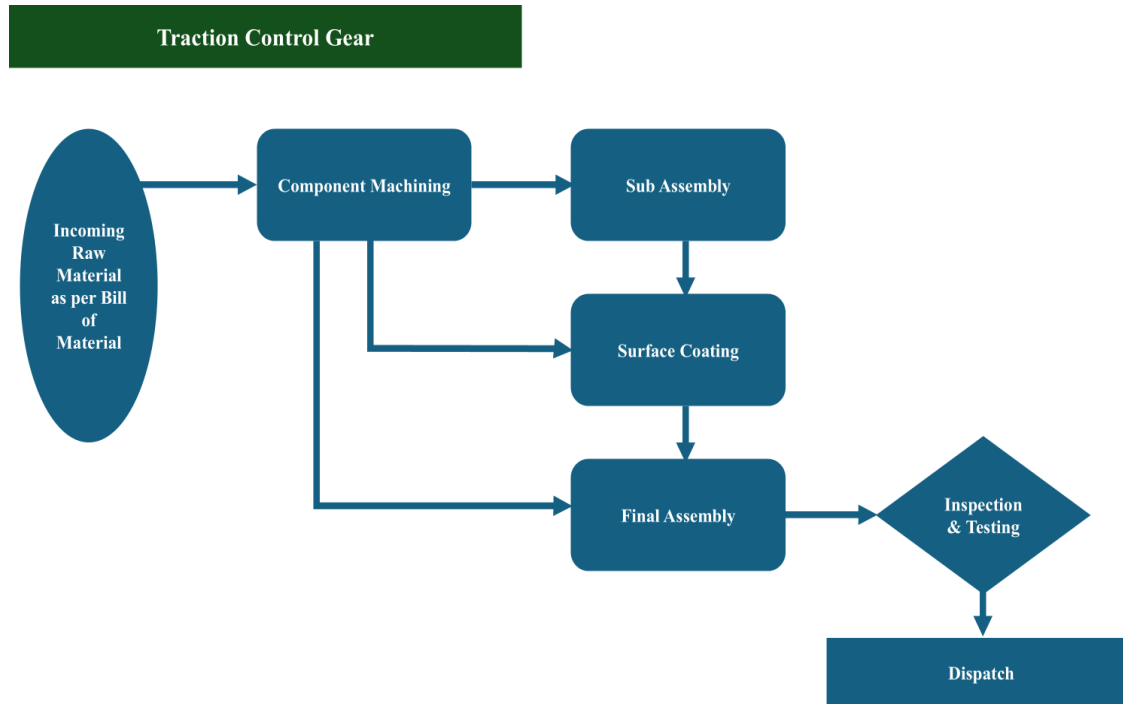
**Final assembly:** The final assembly process for electrical panels for rolling stock involves mounting the assembled components onto the panel frame, connecting the wiring harnesses, and conducting final testing to ensure the panel's functionality and safety. Once the panel passes all tests, it is ready for installation in the rolling stock, where it will serve as the central control hub for various onboard systems.

**Inspection & testing:** The inspection and testing process for electrical panels for rolling stock involves a series of thorough checks to ensure the panel's quality, safety, and functionality. This includes testing the individual components, verifying the wiring connections, assessing the panel's electrical performance, and conducting environmental tests to simulate the harsh operating conditions that the panel will encounter. Quality control



measures are implemented throughout the manufacturing process to identify and address any defects or issues before the panel is installed in the rolling stock.

**Dispatch:** It involves steps to ensure that the panels are delivered safely and efficiently to the customer. This typically includes quality control checks, packaging and labeling, coordination with shipping carriers, and documentation of the shipment.



**Incoming raw materials as per bill of materials:** Raw materials, such as metals, insulation parts and electrical components, are sourced based on the bill of materials (BOM) specifications. Incoming materials are thoroughly inspected to ensure they meet the required quality standards and specifications.

**Component machining:** Raw materials are cut into the desired shapes and sizes using CNC machines. Components are formed and shaped using processes such as bending, stamping, or forging. Precision machining techniques, like turning, milling, drilling, and grinding, are used to create intricate shapes and tolerances.

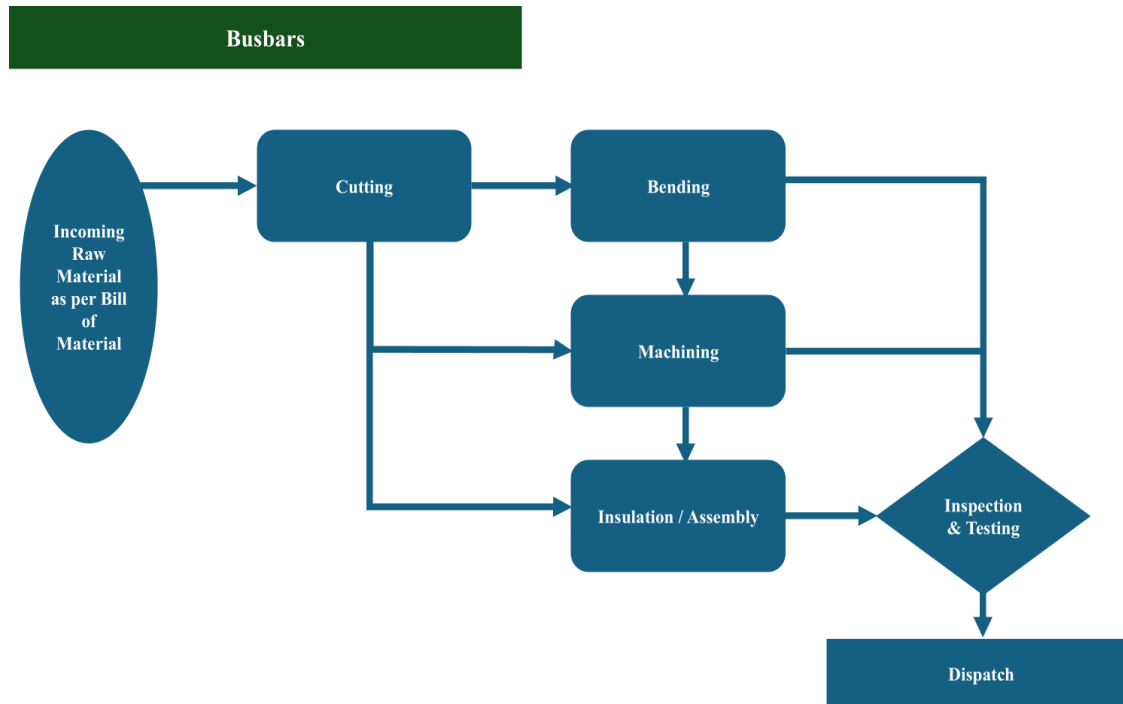
**Sub assembly:** Individual components, such as coils, magnets, and yokes, are assembled into smaller sub-assemblies and tested for their electrical and mechanical properties to ensure they meet specifications.

**Surface coating:** Coatings like paint, zinc, tin or silver electro-plating, powder coating, or anodizing are applied to protect components from corrosion, wear, and other environmental factors. Insulating materials are used to shape components with an objective to prevent electrical grounding, short circuits and ensure safety.

**Final assembly:** Sub-assemblies are integrated into the final traction control gear assembly. and the complete unit is rigorously tested for its electrical, mechanical, and thermal performance.

**Inspection & testing:** Various inspections and tests are conducted to ensure the product meets quality standards, including dimensional checks, electrical performance tests, and environmental testing and tested under simulated operating conditions to verify its functionality and performance.

**Dispatch:** The final product is packaged appropriately for shipment, considering factors like protection, transportation regulations, and labeling requirements and the product is shipped to the customer according to the agreed-upon terms and conditions.



**Incoming raw material as per bill of materials:** Copper raw material is sourced from suppliers typically in the form of flat strips, bars or sheets. The quality and specifications of the copper must meet the requirements of the application, and the incoming copper is inspected to ensure it meets the required standards for purity, dimensions, and surface finish.

**Cutting:** The copper raw material is cut to the desired length using CNC High pressure Water Jet Cutting machines, band saw or circular saws.

**Bending:** Cut copper forms may need to be bent or shaped to fit the specific requirements of the application. Customized bar bending machines, press brakes and hydraulic presses or roll benders, are used to form the desired shapes.

**Machining:** In some cases, machining operations such as drilling, milling, or tapping may be required to create holes, slots, or other features on the bus bars.

**Insulation / assembly:** If the bus bars require insulation, materials such as PVC sleeving or epoxy fibre glass are applied to the surface. Insulation is typically used to provide electrical isolation of bars while mounted in an electrical cabinet or frame, prevent accidental contact and ensure electrical safety. In some cases, the bus bars may need to be assembled with other components, such as connectors or terminals.

**Inspection & testing:** The bus bars are tested to ensure they meet the required electrical specifications, such as current carrying capacity and voltage drop. Mechanical tests are performed to verify the bus bar's strength and durability. Subsequently, it undergoes surface plating treatment to improve corrosion resistance and enhance electrical contact properties.

**Dispatch:** The finished bus bars are packaged for shipment, taking into account their size, weight, and fragility.

## Competitive Strengths

- **A company having a significant global presence**

We are an Electrical Engineering company engaged in manufacture of equipment, components and sub-assemblies used in traction control gear, busbars for electrical cabinets for electric locomotives and metro trainsets, solenoids for circuit breakers and switchgears, non-condenser bushings for HV Capacitors and disconnecting actuators for EVs. These parts are primarily used in railway, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles. We believe we have a strong global footprint since we are exporting to more than 22 countries thereby allowing us to tap into diverse markets and customer bases

Our export sales as a percentage of our revenue from operations were 65.59%, 52.37% and 44.43% for financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. Our significant export sales demonstrate our ability to compete effectively in international markets and adapt to different business environments.

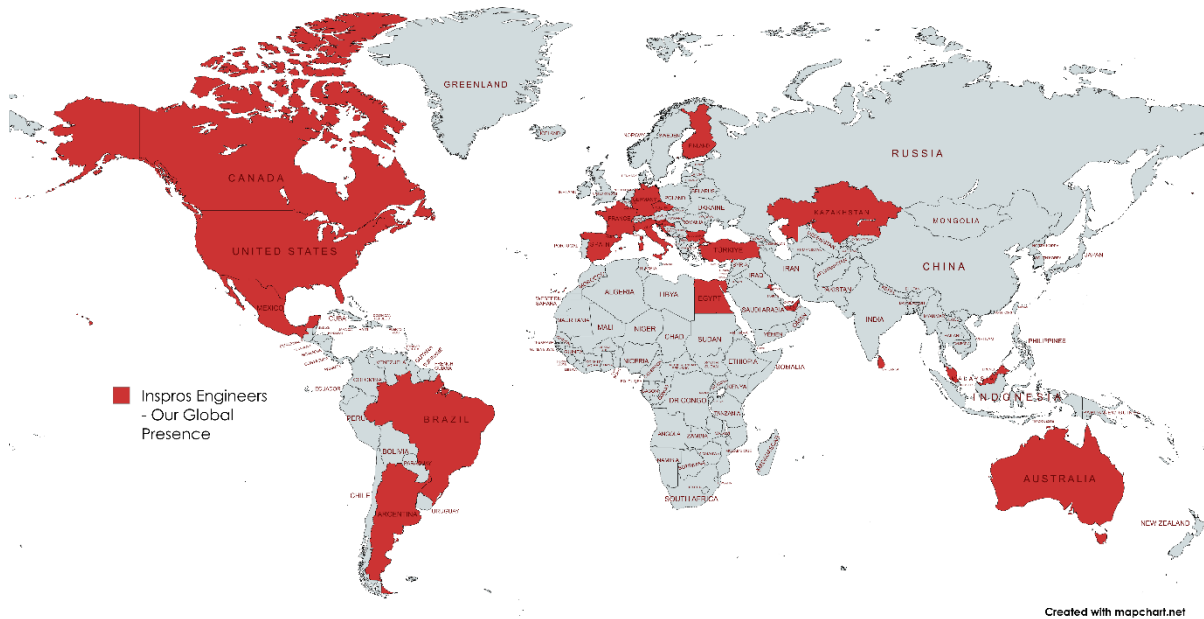
Over the years, we have gained valuable insights into diverse markets, enabling us to tailor our products to meet specific customer needs and preferences. This ability to understand and meet the needs of a diverse customer base positions us well for continued growth and success.

Below is the region wise break-up of our export sales:

(₹ in lakhs, unless stated otherwise)

Particulars	For the period ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
	Revenue	% of total export sales (%)	Revenue	% of total export sales (%)	Revenue	% of total export sales (%)
United States of America	4,000.81	66.83%	2,094.46	65.23%	1,727.64	76.76%
European Union	494.02	8.25%	478.55	14.90%	194.26	8.63%
Central Asia	1,127.90	18.84%	273.38	8.51%	21.63	0.96%
North America	142.26	2.38%	150.21	4.68%	198.29	8.81%
Latin America	142.28	2.38%	149.00	4.64%	65.06	2.89%
Middle East	59.35	0.99%	36.36	1.13%	36.16	1.61%
Southeast Asia	1.41	0.02%	13.48	0.42%	-	0.00%
Middle East and North Africa	17.82	0.30%	11.76	0.37%	3.94	0.18%
Australia	-	-	3.80	0.12%	3.59	0.16%
South Asia	0.09	0.00%	-	-	-	-
South America	0.38	0.01%	-	-	-	-
<b>Total Export Sales</b>	<b>5,986.30</b>	<b>100.00%</b>	<b>3,211.00</b>	<b>100.00%</b>	<b>2,250.57</b>	<b>100.00%</b>

The below map indicates our global geographical presence in terms of the countries in which we have supplied our products in last three financial year i.e. For the year ended March 31, 2025, March 31, 2024, and March 31, 2023:



*Note: This map is only for the purpose of representation and is not to be considered an accurate geopolitical representation*

- **Strong manufacturing capabilities**

We believe we have a well-equipped production shops, featuring a wide range of advanced machinery including CNC Turning Centers for precision turning and machining of complex components, CNC VMCs (Vertical Machining Centers) and Turning Centres for efficient and accurate machining of various workpiece geometries, Cylindrical Grinding Machines for precise cylindrical surfaces and tolerances, Centerless Grinding Machines for efficient and high-volume grinding of cylindrical parts, Surface Grinding Machines for producing flat surfaces with high precision and accuracy, Thread-Rolling Machines for forming threads in metal parts efficiently and economically, Lathes, Milling Machines, and Drilling Machines for general-purpose machining tasks. In addition to our machine shop, we also have a well-equipped press shop and light fabrication facility including pressing, hydraulic forming, riveting, and welding

We also have a separate coil winding shop, which includes machines such as CNC Wire Winding Machines for precise and efficient winding of various coil configurations, NC Strip Winding Machines for winding flat conductors, such as foils, into coils, Semi-Automatic Layer Winding Machines for automated winding of multiple layers of wire onto a core, Edgewise Strip Winding Machines for winding flat conductors on edge, providing a high current-carrying capacity, Electro-Butt Welding Machine for joining the ends of conductors using an electrical arc, Electro-Brazing Machine for joining dissimilar metals using a brazing alloy

In addition, we also have insulation and processing shop, which includes machines such as Vacuum Pressure Impregnation (VPI) Plants to impregnate electrical components with insulating resins, such as epoxy or varnish, Vacuum-Casting Machines to cast insulating resins around electrical components, Hydraulic Compression Molding Presses to mold insulating materials into various shapes and sizes, and PLC-Controlled Ovens to cure and dry the insulating materials. Our bushing shop is equipped with state-of-the-art machinery, including ultrasonic cleaning machines, hydraulic presses, specialized welding and brazing machines, and in-line testing

and assembly equipment. Our marking and packaging shop includes laser marking machines for permanent product identification and box-strapping and palletizing equipment for packaging and shipment preparation.

- **Experienced promoters and management team**

We benefit from the experience of our promoters and management team who have extensive knowledge in the electrical component engineering manufacturing industry, including operations, business development and customer relationships. In particular, our Promoter, Chairman and Managing Director, Vipin Mullick, who continues to provide guidance and oversees overall performance of our Company. Our Promoter and Whole-time Director, Anandita Mullick manages human resources and administrative functions, overseeing duties essential for maintaining an efficient and inspired workforce, while also guaranteeing seamless organizational operations. We also have an experienced management with significant experience in the electrical component manufacturing business and are well supported by professionals with a focus on specialization in this industry. Our promoters and management team's deep understanding of the industry enables them to identify emerging trends, anticipate market needs, and make informed decisions. For further details, please refer to the chapter titled "*Our Management*" on page 213 of this Draft Red Herring Prospectus.

Our management team continues to focus on new growth areas in our service segments. The knowledge and experience of our Promoters, along with Key Managerial Personnel, Senior Management and team of skilled personnel, provides us with a significant competitive advantage as we seek to expand our capacities and service portfolio in our existing markets and new markets. We continue to leverage the experience of our Promoters, Directors, Key Managerial Personnel and senior management team to further grow our business and strategically target new market opportunities.

- **Strong financial performance**

We have demonstrated a strong financial performance in recent years, characterized by significant growth in our Total Revenue, EBITDA, and Profit After Tax (PAT). Our total revenue has increased from ₹ 6,131.87 lakhs to ₹ 9,126.53 lakhs from FY 2023 to FY 2025 giving a CAGR growth of 34.22%. Our EBITDA has increased from ₹ 1,421.21 lakhs to ₹ 2,489.21 lakhs from FY 2023 to FY 2025 giving a CAGR growth of 32.34%. Our PAT has increased from ₹ 936.87 lakhs to ₹ 1,597.18 lakhs from FY 2023 to FY 2025 giving a CAGR growth of 30.57% indicating improved operational efficiency and cost management. Our Company's strong financial performance over the years is driven by a combination of factors, including successful market expansion, a diversified product portfolio, operational efficiency, strong customer relationships, and effective management. These elements have contributed to the company's growth in revenue, EBITDA, and profit margins.

## **Business strategies**

- **Further expand our global reach**

We embarked on our export journey in 2001 and have since expanded our global reach to over 22 countries, including Argentina, Australia, Brazil, Bulgaria, Canada, Croatia, Czech Republic, Egypt, Morocco, France, Germany, Italy, Kazakhstan, Kuwait, Malaysia, Mexico, Nepal, Slovenia, Spain, Sri Lanka, Turkey, United Kingdom, Vietnam, United States of America. Given our company's strong export focus, we intend to explore new markets and regions to expand our global footprint. To achieve this, we intend stepping up efforts to engage with yet untapped production plants of our overseas customers to identify opportunities for New Product Development (NPD) and commercialize those gains into sustainable orders. Similarly, we plan to reach out to new customers in the field of EV personal vehicles and passenger vehicles to identify opportunities for engagement for copper components and actuators. For the year ended March 31, 2025, our export revenue contributed to 65.59% of our total revenue. We would continue to focus on expanding in key international clusters and seek to participate in various international exhibitions and aim to increase our visibility and expand our customer base and operations. We intend to enter new markets where we believe we can provide cost and

operational advantages to our customers, and where we will be able to distinguish ourselves from other companies with similar offerings.

- **Strengthen relationships with our existing customers and expand customer base**

We have established long-term relationships with our customers, which has led to recurring business engagements with such customers. We intend to continue to focus on strengthening our existing relationships with our customers with a view of entering into more sophisticated, higher value product ranges with them. We are in the process of evaluating options for comprehensive product ranges in the electrical component engineering manufacturing industry so that the same can address key markets of the customers that we serve within our existing product range. Our strategy is to widen our customer base in the domestic and international market by introducing new quality products and enhanced product range. We believe that our quality product offerings will enable us to increase our share of business amongst our existing customers as well as increase our customer base. We intend to acquire customers that can provide higher value contracts, increase the wallet share with our existing customers through a combined means of marketing strategies and improvement of our manufacturing facility. We will continue to leverage our existing customer relationships to expand into new product categories. The company is expanding its network by establishing a branch office and developing a guest house in the Delhi NCR region to expand exports and support growth. This presence near the National Capital will improve connections with clients and transport hubs. The branch office will enable client discussions and meetings, and the guest house will accommodate visiting customers and staff. These facilities will enhance market engagement and support penetration into domestic and international markets.

- **Continue to improve operational efficiencies through economies of scale, supply chain rationalization, technology enhancements and effective resource planning**

Currently, our operational efficiencies have been established and refined over the years through an emphasis on economies of scale, incorporating the learnings we have acquired as part of our business operations. We intend to continue to maintain and improve our operational efficiencies by conducting a thorough analysis of the production process to identify and eliminate non-value-adding activities and streamlining the production process to minimize bottlenecks and maximize efficiency. In addition, we also intend to focus on cycle time reduction by adopting technologies that will also result in process optimization, increasing our Company's capacity to undertake more orders and thereby increasing our revenues and margins. Further, we intend to leverage technology to effectively utilize our machinery through digital solutions, enabling effective monitoring of machines, allowing us to study shop floor patterns to address potential bottlenecks, thereby improving our output efficiency.

We believe these integration measures will allow us to reduce our dependence on select product range, better manage our material inventory, and also contribute to higher margins. With integration, we expect to achieve greater control over our manufacturing process, quality standards and also benefit from cost efficiencies. As a result, we will be able to fulfil our customers' diverse needs in a timely manner, increase our sales per customer and improve our working capital requirements and supply chain processes.

- **Pursue inorganic growth through selective acquisitions**

We intend to pursue inorganic growth opportunities through selective strategic acquisitions in the electrical component manufacturing industry to complement the scale of our operations and growth in recent periods. Going forward, we may initiate discussions for opportunities that will enable us to gain access to new geographies, categories and an opportunity for expanded product range within the industry we operate. We believe that our proposed collaborations will expand our customer base by addressing additional business verticals and augment our service coverage by providing end-to-end customer solutions. Our extensive industry experience and insights enable us to identify suitable target companies for collaboration and effectively evaluate and execute potential opportunities. We intend to have a dedicated team that evaluates inorganic opportunities and assists us in

evaluating each potential opportunity in determining how their business model or solution will integrate with our existing product portfolio, and how the companies can mutually benefit from such potential investments, acquisition or collaboration. As on the date of this Draft Red Herring Prospectus, we have neither identified potential target for acquisition, nor have we entered into any definitive agreements.

## Raw Materials

We use many raw materials such as mild steel, stainless steel, copper, brass and other non-ferrous metals, enamelled copper wires, copper bars, extruded or drawn sections, strips and sheets, insulating materials like epoxy resins, hardeners and allied chemicals, insulating FRP laminated sheets, insulating varnishes, paints, mechanical parts like bearings, hardware, machined and/or stamped parts, rubber and plastic moulded parts, various types of electrical switches, meters, push buttons, toggle switches, connectors, terminals, lugs etc., PVC and other types of wires, electronic parts like PCBs, transistors, varistors, diodes, ICs etc., various types of ferrous and non-ferrous castings, woven glass cloth and tapes, insulation tapes, porcelain insulators, silver contact tips and silver brazing alloys, etc. We procure raw materials from our suppliers based on purchase orders and we do not have any purchase agreement or firm commitments executed with them. We reserve our right to claim for our rejections that are the result of the raw materials. The cost of raw materials consumed accounted for 46.91%, 44.12% and 41.47% of our revenue from operations for the year ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively.

### Raw Material Procurement Process:



**Enquiry Float to Various Vendors:** The purchase team, upon identification of a requirement for materials, goods, or services, initiates the procurement process by floating enquiries to multiple pre-approved vendors. The department needing the materials or services (e.g., Production, Engineering) specifies the requirement in terms of quantity, specifications, and delivery schedule. A formal Request for Quotation (RFQ) is sent to a list of pre-qualified vendors, specifying the technical and commercial details of the materials or services required. The vendors selected based on their capabilities, past performance, and delivery timelines. Any new vendors must undergo an evaluation process to ensure they meet company standards.

**Quotation receipt and detailed analysis & comparison:** Once quotations are received from various vendors, the purchase team verifies their completeness, ensuring all necessary details, such as prices, terms, delivery schedules, and conditions, are included. A thorough analysis is conducted, considering technical suitability, price competitiveness, delivery timelines, quality assurance, payment terms, and after-sales service. The purchase and planning team compares unit prices, taxes, discounts, and total costs to identify the most cost-effective option. Additionally, they assess whether the offered products meet the technical specifications and quality standards. By

carefully analyzing these factors, the purchase team selects the most competitive and reliable vendor for final approval.

***Purchase Order (PO) Generation and Approval:*** After a detailed analysis, the purchase team presents the final recommendation, along with the analysis and comparison, to the Senior Management for approval. Upon approval, a formal Purchase Order (PO) is generated, detailing the vendor's name and address, description of materials or services, quantity, unit price, total cost, delivery schedule, payment terms, and warranty and after-sales service conditions.

***Forwarding the PO to the Respective Vendor and their acknowledgment for the confirmation:*** Once the PO is approved, it is forwarded to the selected vendor via email, postal delivery, or through a vendor portal. The purchase team ensures that the vendor acknowledges receipt of the PO and confirms the order details.

***Advance payment:*** Purchase team in consultation with the Finance department makes arrangement for advance payment, if required, to the vendor as per the agreed terms and conditions.

***Follow-Up for Materials as per Delivery Schedule:*** After the PO is issued, the purchase team maintains regular follow-up with the vendor to ensure timely dispatch of goods. They track shipment progress and communicate with the vendor regarding any delays or issues. Regular updates on delivery status are provided to relevant internal departments (e.g., Production, Stores).

***Domestic Purchases:*** Vendor Arranges Transit & Insurance - For domestic purchases, the vendor is responsible for arranging the transit of goods from their location to the company's premises, including logistics, transportation, and insurance. The company makes direct payment to the vendor for all transit and insurance costs, as per the agreed terms.

***Import Purchases:*** Company Arranges Through Customs Clearing Agent For international or import purchases - For international or import purchases, the company is responsible for managing the customs clearance process, including coordinating with a customs clearing agent to ensure smooth clearance and timely delivery. The company also provides necessary import documents, such as bills of lading, commercial invoices, and certificates of origin. The purchase team ensures that all import duties, taxes, and clearance charges are paid as per regulations.

***Receipt of Materials and Physical Verification:*** Upon the arrival of materials at the company's premises, the Receiving section physically verifies the quantity and correctness of goods against the delivery challan or invoice. The delivery challan or invoice is matched with the received materials to confirm accuracy.

***Goods Receipt Note (GRN) and Handover to Incoming Quality Control (IQC):*** After verification, a GRN is prepared by the Receiving Section, detailing the PO reference number, item description, quantity, batch numbers, delivery date, and vendor details. The GRN and materials are then handed over to the IQC Department for inspection and testing. The IQC department verifies whether the materials meet the specified requirements, including quality, dimensions, and compliance with technical specifications, drawings, or terms and conditions.

***Approval or Non-Approval by IQC:*** The IQC Section plays a crucial role in determining the acceptability of materials. If the materials meet the required specifications, they are approved and forwarded to the stores or warehouse for storage. However, if the materials do not meet the specifications, the IQC Section informs the purchase team, who in turn informs the vendor. The vendor may be asked to rework the material or, if feasible, the company may perform in-house rework. If rework is not possible, the non-approved materials may be returned to the vendor.

The table set below provides breakdown of raw materials procured domestically and internationally for the year ended March 31, 2025, March 31, 2024, and March 31, 2023:

(₹ in lakhs)



Particulars	For year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
	Amount	Amount	Amount
<b>Domestic (A)</b>			
Andhra Pradesh	3.45	7.48	2.45
Dadra und Nagar Haveli	115.09	154.57	87.01
Daman und Diu	0.00	0.00	3.09
Delhi	163.16	122.41	84.17
Goa	0.00	0.00	3.64
Gujarat	1,005.10	505.24	269.15
Haryana	327.03	173.82	178.47
Jharkhand	0.72	5.39	0.91
Karnataka	27.99	26.70	11.91
Kerala	55.49	48.48	0.00
Madhya Pradesh	360.50	266.27	201.07
Maharashtra	329.61	273.40	279.20
Punjab	0.28	0.16	0.14
Rajasthan	182.10	148.71	78.95
Tamil Nadu	16.35	49.23	10.60
Telangana	5.49	0.00	0.32
Uttar Pradesh	1,290.55	952.99	740.51
West Bengal	0.09	0.00	8.67
Chandigarh	0.29	0.00	0.00
<b>Total (A)</b>	<b>3,883.30</b>	<b>2,734.84</b>	<b>1,960.23</b>
<b>International (B)</b>			
China	434.94	232.64	306.41
Switzerland	1.87	0.00	0.00
USA	3.11	8.05	5.74
Germany	4.01	7.78	5.34
United Kingdom	2.59	1.31	0.00
<b>Total (B)</b>	<b>446.51</b>	<b>249.78</b>	<b>317.49</b>
<b>Grand Total (A+B)</b>	<b>4,329.82</b>	<b>2,984.62</b>	<b>2,277.73</b>

The table set forth below provides top 10 suppliers for the Year ended March 31, 2025, March 31, 2024, and March 31, 2023:

For March 31, 2025:

(₹ in lakhs, unless stated otherwise)

Particulars	Purchases	% of total purchases of raw material
Supplier 1	1,142.97	26.40%
Supplier 2	431.35	9.96%
Supplier 3	354.97	8.20%
Supplier 4	289.97	6.70%
Supplier 5	161.81	3.74%
Supplier 6	146.38	3.38%
Supplier 7	131.79	3.04%
Supplier 8	115.09	2.66%
Supplier 9	110.46	2.55%
Supplier 10	104.27	2.41%
<b>Total</b>	<b>2,989.04</b>	<b>69.03%</b>

For March 31, 2024:

(₹ in lakhs, unless stated otherwise)

Particulars	Purchases	% of total purchases of raw material
Supplier 1	862.08	28.78%
Supplier 2	231.56	7.73%
Supplier 3	188.68	6.30%
Supplier 4	154.57	5.16%
Supplier 5	112.52	3.76%
Supplier 6	93.07	3.11%
Supplier 7	85.87	2.87%
Supplier 8	65.46	2.19%
Supplier 9	48.48	1.62%
Supplier 10	46.71	1.56%
<b>Total</b>	<b>1,889.00</b>	<b>63.07%</b>

For March 31, 2023:

(₹ in lakhs, unless stated otherwise)

Particulars	Purchases	% of total purchases of raw material
Supplier 1	663.65	29.14%
Supplier 2	296.08	13.00%
Supplier 3	145.59	6.39%
Supplier 4	87.01	3.82%
Supplier 5	59.70	2.62%
Supplier 6	46.04	2.02%
Supplier 7	45.68	2.01%
Supplier 8	38.48	1.69%
Supplier 9	38.37	1.68%
Supplier 10	36.95	1.62%
<b>Total</b>	<b>1,457.55</b>	<b>63.99%</b>

### Capacity and capacity utilization

The following table sets forth certain information relating to our capacity utilization calculated on the basis of total installed production capacity and actual production for the periods indicated below:

Business Segment	FY 2025			FY 2024			FY 2023		
	Total capacity (Nos)	Production (Nos)	Utilization (%)	Total capacity (Nos)	Production (Nos)	Utilization (%)	Total capacity (Nos)	Production (Nos)	Utilization (%)
Products for Power Grid Equipment's	3,59,651	3,24,136	90.12	2,80,977	2,44,328	86.96	2,37,386	2,06,423	86.96
Railway mobility vehicles	4,02,605	3,47,844	86.40	1,92,957	1,72,283	89.29	1,95,092	1,74,189	89.29
Electric Vehicles components	70,037	59,635	85.15	35,019	30,451	86.96	912	793	86.95
Other Miscellaneous	54	28	51.85	54	45	83.33	-	-	-
<b>Total</b>	<b>8,32,347</b>	<b>7,31,643</b>	<b>87.90</b>	<b>5,09,007</b>	<b>4,47,107</b>	<b>87.84</b>	<b>4,33,390</b>	<b>3,81,405</b>	<b>88.01</b>

### Proposed Expansion Plan

Our Company currently has two Manufacturing Facilities, both situated at Mandideep in Bhopal. On an ongoing basis, we invest in the procurement of machinery & equipment, which is utilized by us in carrying out our business, based on our order book and the future requirements estimated by our management and we will continue to expand our operational capabilities at our existing manufacturing facilities. We believe such capital expenditure will enable us to operate effectively and efficiently and meet our increasing business requirements in accordance with our expansion strategy. We propose to utilize ₹ 1680.49 lakhs out of the Net Proceeds towards purchase of CNC VMCs, Turning Centers, Laser Cutting Machine, Coating Plant, Grinding Machine, various Utilities & Test Equipment, Cooling System, Deburring and Edge Rounding machine, Casting plant and Clamping unit, Ultrasonic cleaning machine, Vertical Machining Center, CNC Machine, Test Equipment, Coil winding machine, Strapping machine, Pallet Wrapping Machine etc.

By investing in new machinery, we aim to increase production capacity so that we can produce more components to meet the rising demand for our products. Reduce lead times by delivering products to customers more efficiently and quickly. Enhance customer satisfaction by meeting the needs of our customers by ensuring timely delivery and increased availability of products.

For details related to intellectual property, please refer to the section titled “*Government and other key approvals*” on page 324 of this Draft Red Herring Prospectus.

## Insurance

Details of major insurances taken by us are given below:

Sr. No.	Name of the Insurance Company	Valid till	Type of Insurance Policy	Sum Insured (₹ in lakhs)
1.	Iffco-Tokio General Insurance Co. Ltd	June 04, 2025	Plant & Machinery, FFF & Other Equipment, Stocks (Flexi Property Protector)	4025.00
2.	Iffco-Tokio General Insurance Co. Ltd	August 27, 2025	Buildings, Plant & Machinery, FFF & Other Equipment, Stocks	2610.00
3.	Iffco-Tokio General Insurance Co. Ltd	June 04, 2025	Burglary & House Breaking	2425.00
4.	Iffco-Tokio General Insurance Co. Ltd	August 27, 2025	Burglary & House Breaking	1963.00
5.	Royl Sundaram	July 20, 2025	Marine - Domestic Sale	1500.00
6.	Iffco-Tokio General Insurance Co. Ltd	January 07, 2026	Marine Inward Material	1500.00
7.	The New India Assurance Co. Ltd.	July, 20, 2025	Product Liability	1125.00
8.	Shri Ram General Insurance Company Limited	September 09, 2025	Workmen Compensation Insurance	426.84
9.	Royl Sundaram	September 30, 2025	Marine Export Sale	300.00
10.	Magma HDI	May 23, 2026	Burglary & House Breaking	290.00
11.	Iffco Tokio General Insurance Co	October 12, 2025	Solar Power Station	50.00

## Material Properties

The lessor is not a related party, and all transactions have been conducted on an arm’s length basis and the lease deed is adequately stamped/ registered. Below are the details of our material properties as indicated:

Particulars	Address	Description	Area, Rent & Maintenance Charges (per year)	Relationship with Licensor
Registered Office	126 Sector-A, Industrial Area, Mandideep, Bhopal, Madhya Pradesh – 462046, India	Amendment Lease Deed dated March 29, 1984 between our Company and Madhya Pradesh Audyogik Kendra Vikas Nigam (B) Limited for a period of ninety-nine years.	Area: 3,483.86 sq.mt Rent: ₹ 24 Maintenance Charges: ₹ 32,898/-	None
Unit I	125 Sector-A, Industrial Area, Mandideep, Bhopal, Madhya Pradesh – 462046, India	Amendment Lease Deed dated July 25, 2006, between our Company and Madhya Pradesh Audyogik Kendra Vikas Nigam (B) Limited for a period of thirty years.	Area: 2,690.10 sq.mt Rent: ₹ 7,939/- Maintenance Charges: ₹ 25,403/-	None
	126 Sector-A, Industrial Area, Mandideep, Bhopal, Madhya Pradesh – 462046, India	Amendment Lease Deed dated March 29, 1984 between our Company and Madhya Pradesh Audyogik Kendra Vikas Nigam (B) Limited for a period of ninety-nine years.	Area: 3,483.86 sq.mt Rent: ₹ 24 Maintenance Charges: ₹ 32,898/-	None
Unit II	Plot No. E-22 Phase-II, New Industrial Area, Mandideep Distt. Raisen Madhya Pradesh, India, 462046	Lease Deed dated February 07, 2011 between our Company and Madhya Pradesh Audyogik Kendra Vikas Nigam (B) Limited for a period of thirty years.	Area: 4,687.50 sq.mt Rent: ₹ 27,380/- Maintenance Charges: ₹ 44,250/-	None
	Plot No.E-23 Phase-II, New Industrial Area, Mandideep Distt. Raisen Madhya Pradesh, India, 462046	Lease Deed dated November 15, 2016 between our Company and Madhya Pradesh Audyogik Kendra Vikas Nigam (B) Limited for a period of thirty years.	Area: 4,366.44 sq.mt Rent: ₹ 48,138/- Maintenance Charges: ₹ 44,368/-	None
Branch Office (CWIP)	Emaar Business District, Sector 114, Tehshil – Gurugram, District Gurugram, Harayana, India 122007	Registered Agreement for Sale with Emaar Business dated October 26, 2023.	Area: 129.00 sq.mt.	-

Particulars	Address	Description	Area, Rent & Maintenance Charges (per year)	Relationship with Licensor
Guest House (CWIP)	Bellavista Alpha Towers, Tikri, Sector, 48, Gurugram, Haryana, India, 122001	Registered Agreement for sale with Sweta Estates dated	Area: 72.98 sq.mt.	-

\*CWIP – Construction of these properties is Work in Progress

## Human Resources

As of May 31, 2025, we had 140 permanent employees. The following table provides information about our permanent employees, as of May 31, 2025:

Department	No. of Employees
Accounts	5
Finance	1
Admin & HR	5
Design	5
IT & Accounts	2
Legal	1
Production	95
Purchase & Planning	8
Quality Control	13
Sales & Marketing	5
<b>Total</b>	<b>140</b>

Additionally, our Company also appoints independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations. As of May 31, 2025, we had 202 contract labours.

Our human resource practices are aimed at recruiting talented individuals, ensuring continuous development and addressing their grievances, if any, in a timely manner. We train our employees in our manufacturing operations, including machine utilization, operations flow, quality management and work safety. Our human resource department continuously focuses on employee engagement and motivation, which further helps in achieving the strategic objectives of the organization.

## Competition

We operate in railway infrastructure manufacturing industry which is highly competitive and fragmented and we compete with a range of unorganized players, at the national and regional level. Further, while we have an expanding portfolio of products, our competitors may have the advantage of focusing on concentrated products. Further, we compete against established players also, which may have greater access to financial, technical and marketing resources and expertise available to them than us in the products and services in which we compete against them.

We believe the principal elements of competition in our industry are quality, price, and range of the products offered. Our presence in the market coupled with the high quality and range of products as well as our product development capabilities, helps us in having a competitive edge in the market.

## Marketing

Our Company operates in a niche market, specializing in customized products with specific user applications. Our Company primarily focuses on repeat customers, leveraging their growing needs and diversification of product profiles. Additionally, new companies entering the field of manufacturing (Original Equipment) OE products often approach our Company for similar products, opening new avenues for business growth. To identify and prioritize repeat customers, the sales team tracks and records customer interactions and purchase histories using the Company's ERP system. This data is used to plan for business growth and offer a sustainable supply chain, enhancing customer confidence and fostering long-term relationships. Given the customized nature of our Company's products, our company actively engages with existing and potential customers to initiate new product development (NPD) programs. Throughout the development process, our company maintains close communication with customers to ensure products meet specific requirements and international quality standards. This collaborative approach leads to the development of new products that drive business growth.

### **Information Technology**

We believe that an appropriate information technology infrastructure is important to support the growth of our business. We utilize ERP software SAP which support sales, purchase, inventory management and financial reporting across our Units.

### **Quality Control**

We place significant emphasis on quality control. Our quality management systems at Unit I and Unit II are certified to conform to ISO 9001: 2015, ISO 14001: 2015, and ISO 45001: 2018 standards.

We inspect raw materials upon receipt and final products before dispatch. We have implemented internal procedures to ensure quality control at various stages of production, from the procurement and processing of raw materials to inventory storage. Each unit has dedicated personnel responsible for monitoring equipment parameters, ensuring material stability, reporting production irregularities, and making necessary corrections.

### **Inventory Management**

Our inventory is determined based on a combination of confirmed and expected orders and based on past trends. We manage our inventory based on various parameters for maintaining minimum and maximum stock levels of raw materials and finished products. Further, stock is taken physically at defined intervals and our existing stock is reviewed at regular intervals for quality purposes. Our finished products are stored on-site at our manufacturing Units.

### **Logistics**

Our raw materials and finished products are transported primarily by roadways and waterways. Our suppliers deliver raw materials directly to our units. For product delivery, we outsource to third-party logistics providers and rely on freight forwarders to transport our products from our units to our customers. We do not maintain long-term contracts with these logistics providers or freight forwarders.

### **Health and Employee Safety**

We endeavour to adhere to laws and regulations relating to protection of health and employee safety. We carry out our activities while following appropriate standards of work safety and our working conditions seek to promote a healthy and safe work environment. We have taken initiatives to reduce the risk of accidents and prevent environmental pollution at our manufacturing facilities, including: (i) ensuring that employee safety manuals covering employee safety and environmental procedures, are in place and that hazard identification and risk assessments with respect to our operations are periodically carried out; (ii) providing training and awareness programs on employee safety and environment to all employees, including training on machines and other

operations at shop floors, and the use of first aid and other procedures to deal with emergencies; and (iii) conducting periodic emergency mock drills in our facilities.

### **Utilities**

Our business operations require use of power. The power requirement for our manufacturing facilities are sourced from local authorities. Our manufacturing processes require uninterrupted supply of power in order to ensure that we are able to manufacture quality products. To ensure uninterrupted supply of power we have also installed back-up diesel generators at our manufacturing facility. We require water for our manufacturing activities and rely on the government water supply system.

### **Environmental Commitment and Sustainable Manufacturing**

We believe commercial success should be laced with active initiatives which recognizes the priceless contribution of the world we live in and accordingly, we are committed to protecting the planet and conserving its scarce resources. Our responsibility towards environment and energy is validated to showcase our dedication to sustainability through the recent installation of a solar power plant at our Unit 1 facility. This initiative generates clean, renewable electricity, significantly reducing our reliance on fossil fuels and our overall environmental footprint. By generating our own clean electricity, we lessen our dependence on the grid, potentially leading to lower energy expenditures.

### **Technical Collaborations**

Our Company does not have any technical collaboration as on the date of this Draft Red Herring Prospectus.

### **Intellectual Property**

For details related to intellectual property, please refer to the section titled “Government and other key approvals” on page 324 of this Draft Red Herring Prospectus.

## 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 Key Approvals*” on page 324 of this Draft Red Herring Prospectus.

### **INDUSTRIAL LAWS**

#### ***The Micro, Small and Medium Enterprises Development Act, 2006 (the “MSME Act”)***

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

#### ***Industrial (Development and Regulation) Act, 1951***

The Industrial (Development and Regulation) Act, 1951 is a key legislation that governs industrial development and regulation in India. The Act gives the Central Government control over the development and regulation of industries specified in the First Schedule. By providing a framework for licensing, investigation, and control over certain industries, the Act enables the government to steer industrial development in line with national priorities and public interest.

#### ***Fire Prevention Laws***

The State legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the 12th Schedule to the Constitution of India, which includes fire prevention and firefighting services. Madhya Pradesh Municipal Corporations Act 1956 and Madhya Pradesh Municipalities Act 1961, Urban Local Bodies (ULBs) are responsible for the establishment and maintenance of fire brigade and arrangement for the prevention and extinction of fire. The Fire Officer issues the Fire NOC for Madhya Pradesh Fire License under Madhya Pradesh Land Development Rules. The applicant should comply with the provisions of fire safety measures contained in National Building Court rules. These legislations include provisions in relation to fire safety and life saving measures by occupiers of buildings, procedure for obtaining no objection certificate and penalties for non-compliances. As per the Request letter dated 20.06.2024, serial no. MPSSIO23/2024-25/194-201, to Mr. Kailash Vijayvargiya, the Urban Administration and Development Minister of M.P. regarding providing relaxation in the norms of Fire NOC under section 7 of M.P. Municipal Corporation Act 1956. It is stated that the notified Industrial Area of Mandideep does not fall under the jurisdiction of Urban Administration authorities. Hence, any proceeding by the urban authorities/corporation against the said industrial units is against the rules & Law. when the industrial units are already lawfully working under the Act/Rules and they are also abiding by the directions, rules, and regulations relating to fires, then the said industries should not be required to obtain any N.O.C under any other different law, act or rules related to fire safety. Therefore, based



on the abovementioned grounds, Mr. Kailash Vijayvargiya, the Urban Administration and Development Minister of M.P. verbally announced that he will provide the relaxation in the norms for the Fire NOC.

### ***The National Electric Code (“NEC”)***

The NEC is an advisory framework prepared by the BIS in 1985 and subsequently revised in 2011, which contains various established codes of practice to provide assistance on the economic selection, installation and maintenance of electric equipment. The provisions of the NEC are presently not mandatory but are expected to serve as a model for adoption, promoting safety and economy, intending to keep Indian electrical installation practices on par with international best practices. The NEC provides guidelines on the general characteristics of electrical installations, supply characteristics and parameters, including those for switchgears and protection devices, service lines and meters. The NEC is applicable to electrical installations in, amongst others, domestic dwellings, commercial centers and industrial premises, and is applicable to circuits other than internal wiring of electrical apparatus. However, the NEC excludes the requirements falling under the purview of power utilities and tariff related guidance

### ***The Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010 (“Safety and Electric Supply Regulations”)***

The Safety and Electric Supply Regulations lay down general safety requirements with respect to electric supply lines and apparatus, including meters, switchgears, switches and cables. It requires all electric supply lines and apparatus to have adequate rating for power, insulation and estimated fault current and be of adequate mechanical strength for the duty cycle such apparatus may be required to perform and are required to be constructed, installed, protected, worked and maintained in a manner that will ensure safety of human beings, animals and property. It further requires all electric material and apparatus to conform to the relevant specifications prescribed by the BIS or the International Electro-Technical Commission, as applicable. Further, the Safety and Electric Supply Regulations mandates the installation of a suitable switchgear in each conductor of every service line within a consumer’s premises, excluding earthed, earthed neutral or earthed external conductor and also requires that such switchgear be encased in a fireproof receptacle.

### ***The Electrical Safety Standards***

Compliance with national and international electrical safety standards, such as those set by the International Electrotechnical Commission (IEC) and the Bureau of Indian Standards (BIS), is essential. These standards cover the safety and performance of electrical insulation materials and components, ensuring they meet specific safety criteria to prevent electrical hazards.

### ***The Quality Control Orders***

Specific to electrical components, companies must adhere to quality control standards that ensure the safety and reliability of products, such as the IS 1271 standard for electrical insulation materials, which outlines testing and performance criteria for insulating materials used in electrical applications.

## **CORPORATE AND COMMERCIAL LAWS**

### ***Bureau of Indian Standards Act, 1986 (the “BIS Act”)***

The BIS Act provides for the establishment of a bureau for the standardisation, marking and quality certification of goods. The BIS Act provides for the functions of the Bureau of Indian Standards which includes, among others (a) recognize as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specify a standard mark to be called the, Bureau of Indian Standards Certification Mark, which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) make such inspection and take such samples of any material or substance as may be necessary

to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

### ***Foreign Exchange Management Act, 1999***

The Foreign Exchange Management Act, 1999 is an Act of the Parliament of India "to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and payments and for promoting the orderly development and maintenance of foreign exchange market in India".

### ***The Competition Act, 2002***

The Competition Act, 2002 was enacted by the Parliament of India and governs Indian competition law. It replaced the archaic "The Monopolies and Restrictive Trade Practices Act, 1969".

### ***The Indian Stamp Act, 1899***

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

### ***Foreign Trade (Development and Regulation) Act 1992 & Foreign Trade Regulations Rules 1993***

The foreign policy of India is governed and regulated by the Foreign Trade (Development and Regulation) Act, 1992 ("The Foreign Trade Act"). The Foreign Trade Act has empowered the Central Government to make provisions for the developments as well as regulation of foreign trade by the way of facilitating import as well as augmenting exports from the country and in all other matters. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. Every importer and exporter requires to obtain a code number under the Foreign Trade Act Called the Importer Exporter Code (IEC) issued by the Ministry of Commerce and Industry which is mandatory for exports and imports.

### ***The Prevention of Money Laundering Act, 2002***

Prevention of Money Laundering Act, 2002 is an Act of the Parliament of India to prevent money-laundering and to provide for confiscation of property derived from money-laundering. PMLA and the Rules notified there under came into force with effect from July 1, 2005.

### ***Indian Contract Act, 1872***

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

### ***Sale of Goods Act, 1930 (the “Sale of Goods Act”)***

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

### ***The Companies Act, 2013***

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between the set of competing factors, namely, management autonomy and investor protection.

### ***The Specific Relief Act, 1963***

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. “Specific performance” means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### ***The Insolvency and Bankruptcy Code, 2016***

An Act to consolidate and amend the laws relating to re-organisation and insolvency resolution of corporate persons, partnership firms and individuals in a time bound manner for maximisation of value of assets of such persons, to promote entrepreneurship, availability of credit and balance the interests of all the persons.

### ***The Indian Registration Act, 1908***

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose. The purpose of Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. Evidence of registration is available through an inspection of relevant land records, which usually contains details of the registered property.

### ***Consumer Protection Act, 2019 (“CPA”) and rules framed thereunder***

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. Further, the definition of “consumer” has been

expanded under the CPA to include persons engaged in online and offline transactions through electronic means or by tele shopping, or direct-selling or multi-level marketing.

In line with the CPA, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce.

### ***Customs Act, 1962***

The Customs Act, 1962 is the primary law governing customs duties and procedures in India. The act provides for the levy and collection of customs duties, but also has other important purposes like regulating imports and exports, protecting domestic industry, preventing smuggling, and conserving foreign exchange. It has twin objective of revenue collection and trade regulation.

### ***The Negotiable Instruments Act, 1881***

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

### ***The Arbitration and Conciliation Act, 1996***

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

### ***The Limitation Act, 1963***

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5<sup>th</sup> of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation ‘means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period ‘means the period of limitation computed in accordance with the provisions of this Act.

## **LABOUR LAWS**

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the the Minimum Wages Act, 1948, the Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Equal Remuneration Act, 1976, Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, Public Liability Insurance Act, 1991, Trade Union Act, 1926, Child Labour (Prohibition and Regulation) Act, 1986 and the Maternity Benefit Act, 1961

### ***Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”)***

The CLRA Act was enacted to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA Act is applicable to every establishment in which 20 or more workmen are or were employed in the preceding 12 months as contract labour and to every contractor who employs or employed on any day during the preceding 12 months, 20 or more workmen. Every principal employer of an establishment to which the CLRA Act applies, shall apply for registration of the establishment with the appropriate registering office and get registered. Under the CLRA Act, the principal employer has to provide essential amenities like canteens, rest rooms, drinking water facilities and first aid facilities if the same is not provided by the contractor. Every contractor to whom the CLRA Act applies, is also required to obtain a license and not to undertake or execute any work through contract labour, except under and in accordance with such license. Further under the CLRA Act, the principal employer has to ensure through a nominated representative the Contractor distributes wages within the prescribed time, failing which the principal employer shall be liable to make payment of wages in full or the unpaid balance and recover the amount so paid from the Contractor.

### ***Payment of Wages Act, 1936 (“POW Act”)***

The POW Act was enacted with a view to ensuring that wages payable to employed persons covered by the Act were disbursed by the employers within the prescribed time limit and that no deductions other than those authorised by law were made by them. It applies to the persons employed in a factory, industrial or other establishment, where the monthly wages payable are less than ₹ 21,000/- whether directly or indirectly, through a sub-contractor and provides for the imposition of fines on persons responsible for payment of wages and deductions and lays down wage periods. Employers have to compulsorily maintain register of wages, register of fines, register of deduction for damages or loss, and register of advances in the prescribed forms.

### ***Employees’ Compensation Act, 1923 (“EC”)***

The EC Act was enacted to provide for the payment by certain classes of employers to their employees of compensation for injury by accident. The term "employer" under the EC Act includes any body of persons whether incorporated or not and any managing agent of an employer and the legal representative of a deceased employer, and, when the services of an employee are temporarily lent or let on hire to another person by the person with whom the employee has entered into a contract of service or apprenticeship, means such other person while the employee is working for him. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury.

### ***The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH”)***

The POSH Act was enacted to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The POSH Act mandates every employer to provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace. The POSH Act provides that employers must formulate a policy against sexual harassment at workplace and that policy needs to be disseminated. The POSH Act defines sexual harassment to include any unwelcome acts or a sexually determined behaviour (whether directly or by implication). Workplace under the POSH Act has been defined very broadly to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and any place visited by the employee arising out of or during the course of employment.

### ***Industrial Disputes Act, 1947 (“ID Act”)***

The ID Act was enacted to make provisions for, inter alia, the investigation and settlement of industrial disputes. Industrial dispute under the ID Act means any dispute or difference between employers and employees, or between employers and workmen, or between workmen and workmen, which is connected with the employment or non-employment or the terms of employment or with the conditions of labour, of any person. The ID Act

enumerates the contingencies when a strike or lock-out can be lawfully resorted to, when they can be declared illegal or unlawful, conditions for laying off, retrenching, discharging or dismissing a workman, circumstances under which an industrial unit can be closed down and other matters related to industrial employees and employers.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

***a) The Code on Social Security, 2020 (“Social Security Code”)***

The Government of India enacted The Code on Social Security, 2020 which received the assent of the President of India. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. The code proposes to subsume, inter alia, the Employees Compensation Act, 1923, the Employees, State Insurance Act, 1948, the Employees Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employees Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security, 2020 were notified on November 13, 2020. The draft rules propose to subsume, inter alia, the Employees State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972.

***b) 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.

***c) The Code on Wages, 2019 (the “Wage Code”)***

The Government of India enacted The Code on Wages, 2019 which received the assent of the President of India. The code proposes to subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. In pursuance of the code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

***d) The Occupational Safety, Health and Working Conditions Code, 2020***

The Act consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020. These provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

**INTELLECTUAL PROPERTY LAWS**

Certain laws relating to intellectual property rights applicable to us are as follows:

***The Trademarks Act, 1999 (“Trade Marks Act”)***

The Trademarks Act governs the law pertaining to the protection of trademarks in India. It provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label

and heading and obtaining relief in case of infringement. Once a mark is registered, it is valid in India only for a period of 10 years and can be renewed from time to time in perpetuity. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying for trademarks.

### ***The Patents Act, 1970 (“Patents Act”)***

The Patents Act governs the patent regime in India. A patent is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, for excluding others from making, using, selling and importing the patented product or process or produce that product. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act.

## **PROPERTY RELATED LAWS**

### ***Transfer of Property Act, 1882***

It is an Indian legislation which regulates the transfer of property in India. The Transfer of Property Act, 1882 is a comprehensive legal framework that governs property transactions in India. It provides clarity on the rights and responsibilities of parties involved in property transfers, thereby facilitating smoother transactions and protecting the interests of all stakeholders. The Act remains a cornerstone of property law in India, influencing various related legislations and practices.

## **ENVIRONMENTAL LAWS**

### ***The Environment Protection Act 1986 (the “Environment Protection Act”) and Environment Protection Rules, 1986 (the “Environment Protection Rules”)***

The Environment Protection Act was enacted to provide a framework for co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the central government to protect and improve environment quality, control and reduce pollution. The Environment Protection Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as prescribed. The contravention or failure to comply with the provisions of the Environment Protection Act may attract penalties in the form of imprisonment or fine. Further, the Environment Protection Rules specifies, amongst others, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas. Pursuant to the Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981, shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

### ***The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)***

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

### ***The Air (Prevention of Pollution Control Act) 1981 (the “Air Act”)***

The Air Act was enacted and designed for the prevention, control and abatement of air pollution and establishes central and state boards for the aforesaid purposes. In accordance with the provisions of the Air Act, any

individual, industry or institution responsible for emitting smoke or gases by way of use of fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity.

***The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) and Water (Prevention and Control of Pollution) Cess Act, 1977 (the “Water Cess Act”)***

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of central pollution control board and state pollution control board with a view to carry out the aforesaid purpose. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the previous consent of the concerned state pollution control board. In addition, the Water Cess Act was enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain businesses and by local authorities, with a view to augment the resources of the central board and state boards for the prevention and control of water pollution constituted under the Water Act.

***The Hazardous Wastes (Management and Transboundary Movement) Rules, 2016***

The Hazardous Wastes (Management and Transboundary Movement) Rules, 2016 require every occupier and operator of a facility generating hazardous waste to obtain prior approval from the relevant state pollution control board and in case of recycling the hazardous waste permission from the central pollution control board needs to be obtained. The occupier, the transporter and the operator are liable for damage to the environment resulting from improper handling and disposal of hazardous waste. The operator and the occupier are liable for any fine that may be levied by the relevant pollution control board.

**TAX RELATED LAWS**

***Income Tax***

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

***Goods and Service Tax (GST)***

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017(UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under. It replaces following indirect taxes and duties at the central and state levels.

***Professional Tax***



The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### ***The Madhya Pradesh Professional Tax Act, 1995***

The Madhya Pradesh Professional Tax Act, 1995, known as the Madhya Pradesh Vritti Kar Adhiniyam, 1995, provides the legal framework for levying a professional tax on individuals engaged in various professions, trades, callings, and employments within the state. This Act came into force on April 1, 1995, and applies to the entire state of Madhya Pradesh. The primary objective of the Act is to impose a tax on income earned through professions and trades. It mandates that both salaried and self-employed individuals must pay this tax, which is collected by the state government. The Act outlines the responsibilities of employers to deduct and remit the tax on behalf of their employees.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was incorporated as private limited Company under the name “*Inspros Engineers Private Limited*”, under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Madhya Pradesh, Gwalior, on November 14, 1983. Subsequently, the status of our Company was changed to public limited, and the name of our Company was changed to “*Inspros Engineers Limited*” vide Special Resolution dated May 02, 2024. The fresh certificate of Incorporation consequent to conversion was issued on July 26, 2024 by the Registrar of Companies, Central Processing Centre.

### Changes in the Registered Office of our company since Incorporation

We set out below the changes in the registered office of our Company since the date of incorporation:

Date of Change	Registered Office Address	Reason
May 14, 1984	Change in registered office from E7/ 27, Arera Colony Bhopal, Madhya Pradesh, India to 202 Sector- II, Shakti Nagar, Bhopal- 462024, Madhya Pradesh, India.	For administrative convenience
October 10, 1994	Change in registered office from 202 Sector- II, Shakti Nagar, Bhopal- 462024, Madhya Pradesh, India to 126, Sector A, Industrial Area, Mandideep, Dist. Raisen, Bhopal- 462046, Madhya Pradesh, India.	For administrative convenience

### Major Events in the History of our Company

Year	Key Events / Milestone / Achievements
1983-1984	Incorporation of our Company in the name style of ‘Inspros Engineers Private Limited’.
2004-2005	Expansion of existing factory for bushings capacity expansion by acquiring another Plot No. 125, Industrial Area, Mandideep, Bhopal 462046.
2010-2011	Establishment of another factory unit Plot No. E- 22, Industrial Area, Mandideep, Phase- II, Khanpura, Goharganj, Raisen.
2013-2014	Commencement of manufacturing of Drivers Control Consoles Diesel Electric Locomotives for Indian railways.
2016-2017	Expansion of Unit I by acquiring another Plot No. E- 23, Industrial Area, Mandideep, Phase- II, Khanpura, Goharganj, Raisen, dedicated for expansion of Control Panels and Moulding Shop.
2022-2023	Commenced export of Coil Actuator for use in Electric vehicles to a OEM (Original Equipment Manufacturer) customers in USA.
2024-2025	Conversion of Company from Private Limited to Public Limited Company

\*USD rate as on March 31, 2006 was ₹ 44.16 as per the RBI website- <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>

### Awards and Accreditations

The table below sets forth some of the key awards received by our Company in its history since its incorporation.

Year	Event
1991-1992	Received an first prize for excellent work in division level works from Madhya Pradesh Government, Industries Directorate Bhopal.
1999-2000	Received an MSME Award from Hon’ble Union Minister Dr. Raman Singh, Deptt. Of Industries,

Year	Event
	Bilaspur, Government of India.
1999-2000	Received an Award from BHEL for Best Supplier Award in Medium/Small Scale Industries Category
2000-2001	Received an Award from BHEL for Best Supplier Award in Medium/Small Scale Industries Category
2003-2004	Received an Award for Regional Highest Exporter's Trophy in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control by Engineering Export Promotion Council of India
2003-2004	Received an Certificate for Highest Growth in Exports from Engineering Export Promotion Council
2006-2007	Received an award for managing customer of today at National Seminar held at Madhya Pradesh Bhopal
2008-2009	Received an first prize for excellent work in promotion of micro and small enterprises in the state from Madhya Pradesh Government, Industries Directorate Bhopal.
2012-2013	Received an Award for Star Performance in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control by Engineering Export Promotion Council of India
2012-2013	Received an Award for Star Performance in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control
2012-2013	Received award for Outstanding Achiever for Export Small Scale Industries from FMPCCI
2013-2014	Received IEEMA SME Quality Certificate
2013-2014	Received an participation award from ELECRAMA
2013-2014	Received an Award for Star Performance in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control by Engineering Export Promotion Council of India
2014-2015	Received an 2 <sup>nd</sup> Outstanding Achievement Award for excellence in Outstanding Achiever for Exports in Small Category Enterprise
2014-2015	Received an Outstanding Achievement Award from FMPCCI for Small Enterprise of the Year
2016-2017	Received an Outstanding Achievement Award from FMPCCI for Small Enterprise of the Year
2017-2018	Received an Gold Award from SIEMENS Energy for Zero Defect in Grid Technology Products at India Team Supplier's Meet
2018-2019	Received an Award for Star Performance in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control
2018-2019	Received an Special Trophy for High-Technology Products supplier for Medium Enterprises by Engineering Export Promotion Council of India
2019-2020	Received an Award for Star Performance in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control by Engineering Export Promotion Council of India
2019-2020	Received an Certificate of Appreciation for Qualified for Gold Category for performance throughout the year
2020-2021	Received an Award for Star Performance in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control by Engineering Export Promotion Council of India
2022-2023	Received an Award from Federation of MP Chambers of Commerce and Industry for best small enterprise of the year
2023-2024	Received a Gold Award from SIEMENS Energy for Zero Defect in Grid Technology Products at India Team Supplier's Meet
2023-2024	Received an Award for Star Performance in Western Region Awards for Export Excellence for Electrical Distribution and Apparatus Control by Engineering Export Promotion Council of India
2024-2025	Received National Awards for Export Excellence as Star Performer for the year 2021-22 in the product group: Electrical Machinery & Parts: Small Enterprise by Engineering Exports Promotion Council (EEPC) India
<b>2025-2026</b>	<b>Received National Awards for Export Excellence as Star Performer for the year 2022-23 in the product group: Electrical Machinery &amp; Parts: Small Enterprise by Engineering</b>

Year	Event
	Exports Promotion Council (EEPC) India

### 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 business as manufacturers, designers, traders, importers and exporters, stockist, distributors and dealers of all kinds engineering goods.
2. To deal in products manufactured using all kinds of metallic, non-metallic & electrical insulation material for all kinds of application, industry or otherwise.
3. To carry on business as manufactures, designers and/or to process in any way or form, to buy, sell, import, export, resell or to otherwise deal in various electrical apparatus, devices / system such as motors, contractors, winding of coils, motor windings, instrument transformers, control transformers, reactors, resistors, relays, timers, switchgear panels or control consoles for electrical applications covering industrial, domestic, rail or urban transportation or other applications. All types of dies, tools, jigs and fixtures and any other mechanical products, components, spares, machinery;
  - a. All types of sheet metal work (ferrous and non-ferrous);
  - b. All types of machining or fabrication works using ferrous and non-ferrous material.
4. To carry on business as producer & distributors of electrical energy produced from non-conventional energy sources such as solar, wind or small- hydro for captive or commercial use by third parties.

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

### Amendments in Memorandum of Association:

The following changes have been made to the Memorandum of Association of our Company in last 10 years:

Sr. No.	Particulars of Amendment	Date of Shareholders' approval
1.	<p>Table A of Schedule I, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of our Company was renamed and read as under:</p> <p><i>Clause III (A)- The objects to be pursued by the company on its incorporation are:</i></p> <p><i>Clause III (B)- Matters which are necessary for furtherance of the objects specified in Clause III (A)</i></p> <p><i>Clause IV- The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them</i></p> <p>Wherever it is mentioned as Companies Act, 1956 it was amended as Companies Act, 2013.</p>	April 01, 2024
2.	Clause III of the Memorandum of Association of our Company was amended to include these new clauses which are as follows:	

Sr. No.	Particulars of Amendment	Date of Shareholders' approval
	<p>1. To carry on the business as manufacturers, designers, traders, importers and exporters, stockist, distributors and dealers of all kinds engineering goods.</p> <p>2. To deal in products manufactured using all kinds of metallic, non-metallic &amp; electrical insulation material for all kinds of application, industry or otherwise.</p> <p>3. To carry on business as manufactures, designers and/or to process in any way or form, to buy, sell, import, export, resell or to otherwise deal in various electrical apparatus, devices / system such as motors, contractors, winding of coils, motor windings, instrument transformers, control transformers, reactors, resistors, relays, timers, switchgear panels or control consoles for electrical applications covering industrial, domestic, rail or urban transportation or other applications.</p> <p>a. All types of dies, tools, jigs and fixtures and any other mechanical products, components, spares, machinery;</p> <p>b. All types of sheet metal work (ferrous and non-ferrous);</p> <p>c. All types of machining or fabrication works using ferrous and non-ferrous material.</p> <p>4. To carry on business as producer &amp; distributors of electrical energy produced from non-conventional energy sources such as solar, wind or small- hydro for captive or commercial use by third parties.</p>	
3.	Amendment to the MOA to reflect the subdivision from ₹ 10,00,000 comprising 1,000 equity shares of face value of ₹ 100 each to 1,00,000 equity shares of face value of ₹ 10 each	
4.	<p>Clause V of the Memorandum of Association of our Company was further substituted as follows:</p> <p><i>V. The Authorised Share Capital of the company is ₹ 25,00,00,000 (Rupees Twenty-Five Lakhs only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each.</i></p>	
5.	Conversion of private company into public company and subsequent change of name of our Company from “Inspros Engineers Private Limited” to “Inspros Engineers Limited”.	May 02, 2024

### Other details regarding our Company

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, marketing, competition and foreign operations, please refer to the chapter titled “Our Business”, “Our Management” and “Industry Overview” on page 147, 213 and 133 respectively of this Draft Red Herring Prospectus.

### Capital Raising (Debt/ Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled “*Capital Structure*” on page 82 of this Draft Red Herring Prospectus.

### **Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against the Company.

### **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.**

Our Company has not made any acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last ten years preceding the date of this Draft Red Herring Prospectus.

### **Defaults or rescheduling of borrowing with Financial Institutions/Banks**

As on the date of this Draft Red Herring Prospectus, our company has not experienced any defaults or rescheduling of borrowings with any financial institutions/banks.

### **Changes in the activities of our Company during the last five years**

There has been no change in the business activities of our Company during the last five years from the date of this Draft Red Herring Prospectus.

### **Promoters of our Company**

The Promoters of our Company are Vipin Mullick and Anandita Mullick. For details, see “*Our Promoters and Promoter Group*” beginning on page 230 of this Draft Red Herring Prospectus.

### **Details of holding company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any Holding Company.

### **Details of subsidiary or associate company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary or associate company.

### **Number of shareholders of our Company**

Our Company has twenty-seven shareholders as on the date of filing of this Draft Red Herring Prospectus.

### **Shareholders Agreements**

Our Company has not entered into any shareholders agreements as on the date of this Draft Red Herring Prospectus.

### **Other Agreements**

Our Company has not entered into any specific or special agreements except those that have been entered into in the ordinary course of business as on the date of filing of this Draft Red Herring Prospectus.

### **Material Agreements**

Our Company has not entered into any material agreement, other than the agreements entered by it in the normal course of its business.

### **Joint Ventures/Collaborations**

As on date, of this Draft Red Herring Prospectus, our Company is not a party to any joint venture or collaboration agreements.

### **Strategic and financial partnerships**

Our Company has no strategic and financial partners as on the date of filing of this Draft Red Herring Prospectus. For details related to business activity please refer to the chapter titled “*Our Business*” on page 147 of this Draft Red Herring Prospectus.

### **Non-Compete Agreement**

Our Company has entered into a Non-Compete Agreement with Engsol Technologies Private Limited, as both entities operate in similar lines of business, as on the date of filing this Draft Red Herring Prospectus.

### **Launch of key products or services, entry or exit in new geographies**

For details of launch of key products or services, please refer to the chapter “*Our Business*” on page 147 and “*Objects of the offer*” on page 100 of this Draft Red Herring Prospectus.

### **Time and Cost Overruns in Setting-up Projects**

There are no Time and Cost Overruns in Setting-up Projects.

### **Lock-out or strikes.**

There have been no lock-outs or strikes in our Company since inception.

### **Corporate Profile of our Company**

For details on the description of our Company’s activities, the growth of our Company, please see “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis of Offer price*” on page 147, 306 and 121 of this Draft Red Herring Prospectus.

### **Changes in the Management**

For details of change in management, please see chapter titled “*Our Management*” on page 213 of the Draft Red Herring Prospectus.

### **Changes in accounting policies in last three (3) years**

There have been no changes in the accounting policies of our Company in last three years.

### **Guarantees provided by our Promoters**

Save and except as disclosed in this Draft Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Red Herring Prospectus. Please refer to the chapter titled “*Financial Indebtedness*” beginning on page 316 of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

### Board of Directors

As on the date of filing of this Draft Red Herring Prospectus, Our Company has 5 (five) directors on our Board, of whom, one Managing Director, one Whole Time Director (Women Director), one Non-Executive Director and two independent directors.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, date of birth, address, occupation, period of directorship, and DIN	Age (years)	Other directorships
<b>Vipin Mullick</b>  <b>Designation:</b> Chairman and Managing Director  <b>DIN:</b> 00910549  <b>Date of birth:</b> December 23, 1957  <b>Address:</b> 202, Sector-2, Shakti Nagar, Habibganj, Huzur, Bhopal-462024, Madhya Pradesh, India  <b>Occupation:</b> Business  <b>Original Date of Appointment:</b> Director since November 14, 1983  <b>Current Term:</b> 5 years w.e.f. May 04, 2024	67	<b>Indian Companies:</b>  <ul style="list-style-type: none"> <li>• Engsol Technologies Private Limited</li> </ul> <b>Foreign Companies:</b>  Nil
<b>Anandita Mullick</b>  <b>Designation:</b> Whole Time Director  <b>DIN:</b> 01208644  <b>Date of birth:</b> July 15, 1963  <b>Address:</b> 202, Sector-2, Shakti Nagar, Habibganj, Huzur, Bhopal-462024, Madhya Pradesh, India  <b>Occupation:</b> Business  <b>Original Date of Appointment:</b> November 11, 1997  <b>Current Term:</b> 5 years w.e.f. May 04, 2024	61	<b>Indian Companies:</b>  <ul style="list-style-type: none"> <li>• Engsol Technologies Private Limited</li> </ul> <b>Foreign Companies:</b>  Nil
<b>Sanjiv Shah</b>  <b>Designation:</b> Non-Executive Director  <b>DIN:</b> 03113797	67	<b>Indian Companies:</b>  <ul style="list-style-type: none"> <li>• Walko Food Company Private Limited</li> <li>• Fluant Traders Private Limited</li> </ul>



Name, designation, date of birth, address, occupation, period of directorship, and DIN	Age (years)	Other directorships
<p><b>Date of birth:</b> November 28, 1957</p> <p><b>Address:</b> B-802, Lodha Bellissimo, N.M. Joshi Marg, Apolo Mill Compound, Mahalaxmi East, Mumbai- 400011, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Original Date of Appointment:</b> April 29, 2024</p> <p><b>Current Term:</b> Liable to retire by rotation</p>		<ul style="list-style-type: none"> <li>• Walko QSR Company Private Limited</li> <li>• Youfirst Ventures Private Limited</li> <li>• Shark And Ink Entertainment Private Limited</li> <li>• Youfirst Gifting Solutions Private Limited</li> <li>• Walko Frozen Foods Private Limited</li> <li>• X-Biz Techventures Private Limited</li> </ul> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Chandrakant Shrikhande</b></p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>DIN:</b> 10580857</p> <p><b>Date of birth:</b> October 31, 1955</p> <p><b>Address:</b> 258, Senior. Hig Katara Hills, Huzur Bag Mungalia, Bhopal- 462043, Madhya Pradesh, India</p> <p><b>Occupation:</b> Professional</p> <p><b>Original Date of Appointment:</b> April 08, 2024</p> <p><b>Current Term:</b> 5 years w.e.f. April 08, 2024</p>	69	<p><b>Indian Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>
<p><b>Kishore Purswani</b></p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>DIN:</b> 10580789</p> <p><b>Date of birth:</b> June 08, 1959</p> <p><b>Address:</b> Om Niwas Super Deluxe 06, J.K. Road, Minal Residency, Huzur, Bhopal- 462022, Madhya Pradesh, India</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p>	66	<p><b>Indian Companies:</b></p> <p>Nil</p> <p><b>Foreign Companies:</b></p> <p>Nil</p>

Name, designation, date of birth, address, occupation, period of directorship, and DIN	Age (years)	Other directorships
<i>Original Date of Appointment:</i> April 08, 2024		
<i>Current Term:</i> 5 years w.e.f. April 08, 2024		

### Brief profiles of our directors

**Vipin Mullick**, aged 67 years, is the Promoter, Chairman, and Managing Director of our company. He has been associated with the company since its inception. He holds a Bachelor of Engineering (Electrical) from Maulana Azad College of Technology, Bhopal. He has over four decades of experience in the engineering industry. He oversees the entire company's operations and sets its strategic direction. His responsibilities include establishing business objectives, devising growth strategies, and ensuring product production.

**Anandita Mullick**, aged 61 years, is the promoter and Whole Time Director of our company. She has been associated with our company as Director since November 01, 1997. She has over 25 years of experience in the engineering industry. She holds a Bachelor of Arts degree from the University of Delhi and Post Graduate Diploma in Marketing from National Productivity Council of India. She manages Human Resources, Organizational Development and Quality and Administrative functions, overseeing duties essential for maintaining an inspired and efficient workforce, leading the company through changes of workplace management systems while assuring that a robust quality management system is effectively practices in the company.

**Sanjiv Shah**, aged 67 years, is Non-Executive Director of our company. He has been associated with our company w.e.f. April 29, 2024 as Additional Non- Executive Director and was re-designated on May 02, 2024. He holds a Bachelor of Engineering (Electrical) from Maulana Azad College of Technology, Bhopal. He also holds a Degree in Master of Business Administration from University of Business School, Chandigarh. He has over 14 years of experience in directorships of Sky Land Power Limited, Transia Ventures Private Limited, X-Biz Techventures Private Limited, Walko Frozen Foods Private Limited, Youngfirst Gifting Solutions Private Limited, Shark And Ink Entertainment Private Limited, Fluant Traders Private Limited.

**Chandrakant Shrikhande**, aged 69 years, is the Non- Executive Independent Director of our company. He has been associated with our company w.e.f. April 08, 2024 as Additional Independent Director and was re-designated on May 02, 2024. He holds a Bachelor of Engineering degree, he holds a Diploma in Financial Management and post graduate diploma in Operations Management. He was associated with Bharat Heavy Electricals Limited since 1977 and retired as Executive Director (PS-NR) in 2015.

**Kishore Purswani**, aged 66 years, is the Non-Executive Independent Director of our Company. He has been associated with our company w.e.f. April 08, 2024 as Additional Independent Director and was re-designated on May 02, 2024. He holds a Bachelor of Science degree in Engineering from D.E.I. Engineering College, Dayalbagh, Agra and is a fellow of the Institution of Engineers (India). He served with Bharat Heavy Electricals Limited for nearly four decades i.e from October 10, 1981 to June 24, 2019 and retired as Executive Director of People Strategy. From July 2019 to August 2021, he served as Director of Human Resources and Administration at IES Group of Institutions and from July 2020, he has been a member of the Academic Advisory Board at IES University.

### Confirmations:

#### a) Details of directorship in companies suspended or delisted.

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from

being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

**b) Family Relationship between the Directors, Key Managerial Personnel and Senior Management Personnel**

Except as stated below, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

Name	Relationship
Vipin Mullick and Anandita Mullick	Vipin Mullick is husband of Anandita Mullick

**c) Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus.

We confirm that as on date of this Draft Red Herring Prospectus, our Group Company does not have any conflict of interest with the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Directors, KMPs and SMPs.

- d)** None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- e)** None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.
- f)** None of the Promoters or Directors has been or is involved as a promoter or directors 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.

**Service contracts with Directors**

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

**Borrowing Powers**

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an EGM held on May 02, 2024, our Board is authorised to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from the company's bankers in ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 100 Crore.

**Terms of employment of our Managing Director**

**Vipin Mullick, Managing Director**

Pursuant to a resolution passed by the Board of Directors at the meeting held on May 04, 2024, Vipin Mullick

was appointed as the Managing Director of our Company for a period of 5 years with effect from May 04, 2024 and approved by the Shareholders of our Company at the EGM held on May 10, 2024 the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of our Managing Director have been summarized below:

<b>I</b>	<b>Remuneration:</b>
A	Monthly Fixed Salary of ₹ 13,25,000/- per month.
B	Perquisites: Perquisites, allowances, and benefits as the Board of Directors (which includes any Committee thereof) may from time to time.
C	Reimbursement of hospitalization and major medical expenses incurred including Overseas Medical Expenses.
D	Leave Travel Concession/Allowance.
E	Leave and encashment of unveiled leave as per the Rules of the Company.
F	Car Facility and reimbursement of Travelling Expenses
II	In addition to the Salary, Benefits, Perquisites and Allowances, he may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

#### **Anandita Mullick, Whole Time Director**

Pursuant to a resolution passed by the Board of Directors at the meeting held on November 01, 1997, Anandita Mullick was appointed as the Whole Time Director of our Company for a period of 5 years with effect from May 04, 2024 and approved by the Shareholders of our Company at the EGM held on May 10, 2024 the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of our Managing Director have been summarized below:

<b>I</b>	<b>Remuneration:</b>
A	Monthly Fixed Salary of ₹ 6,50,000/- per month.
B	Perquisites: Perquisites, allowances, and benefits as the Board of Directors (which includes any Committee thereof) may from time to time.
C	Reimbursement of hospitalization and major medical expenses incurred including Overseas Medical Expenses.
D	Leave Travel Concession/Allowance.
E	Leave and encashment of unveiled leave as per the Rules of the Company.
F	Car Facility and reimbursement of Travelling Expenses
II	In addition to the Salary, Benefits, Perquisites and Allowances, he may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

#### **Sitting fees and commission to Non-Executive Directors and Independent Directors**

Pursuant to a resolution passed by the Board of Directors on October 29, 2024, our Non-Executive Director shall be entitled to a sitting fee of ₹10,000/- for attending each meeting of the Board. Furthermore, as per the resolution passed on April 08, 2024, the Non-Executive Director shall be entitled to a sitting fee of ₹5,000/- for attending each meeting of the committees, as may be determined by the Board from time to time."

Our Company does not pay any remuneration to our Non-Executive and Non-Executive Independent Directors as an annual remuneration/ commission.

None of our Non-Executive and Non-Executive Independent Directors have received any sitting fees in the preceding financial year.

### **Payments or benefits to our directors**

#### **Executive Directors:**

The table below sets forth the details of the remuneration by issuer Company (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Directors:

<b>Name of the Executive Directors</b>	<b>Years</b>	<b>Remuneration (₹ in Lakhs)</b>
Vipin Mullick	2024-25	157.35
	2023-24	141.00
	2022-23	141.00
Anandita Mullick	2024-25	76.63
	2023-24	63.00
	2022-23	63.00

#### **Non-Executive Directors:**

Non-Executive Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board.

### **Contingent and deferred compensation payable to the Directors**

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

### **Bonus or profit-sharing plan for our directors**

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

### **Shareholding of Directors in our Company**

Except as disclosed, none of our directors hold any shares of the company as on the date of this Draft Red Herring Prospectus:

<b>Particulars</b>	<b>Pre- offer</b>		<b>Post- offer</b>	
	<b>Number of shares</b>	<b>Percentage of holding</b>	<b>Number of shares</b>	<b>Percentage of holding</b>
Vipin Mullick	92,11,257	54.96%	[●]	[●]
Anandita Mullick	34,01,125	20.29%	[●]	[●]

### **Interests of our Directors**

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an Officer or employee of the Company.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer “*Our Management - Shareholding of Directors in our Company*” beginning on page 218 of this Draft Red Herring Prospectus.

Further, our directors may also be directors on the boards, or are shareholders, of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see “*Summary of the Offer Document – Summary of Related Party Transactions*” on page 29.

Other than our promoters, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Our director, Vipin Mullick who is also Promoter Selling Shareholder will receive respective portion of the proceeds from the Offer of the Offered Shares in the Offer for Sale.

#### **Payment of benefits (non-salary related)**

No amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

#### **Changes in our Company’s Board of Directors during the last three (3) years:**

<b>Name of Directors</b>	<b>Date of Appointment</b>	<b>Date of Change in designation</b>	<b>Date of cessation</b>	<b>Reasons for changes in the Board</b>
Chandrakant Shrikhande	April 08, 2024	-	-	Appointment as Additional Independent Director
Kishore Purswani	April 08, 2024	-	-	Appointment as Additional Independent Director
Sanjiv Shah	April 29, 2024	-	-	Appointment as Additional Non- Executive Director
Chandrakant Shrikhande	-	May 02, 2024	-	Re-designated as Independent Director
Kishore Purswani	-	May 02, 2024	-	Re-designated as Independent Director
Sanjiv Shah	-	May 02, 2024	-	Re-designated as Non-Executive Director
Vipin Mullick	-	May 10, 2024	-	Re-designated as Chairman and Managing Director
Anandita Mullick	-	May 10, 2024	-	Re-designated as Whole Time Director

## COMPLIANCE WITH CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (LODR) Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including the constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

### Constitutions of Committees

Our Company has constituted the following committees:

#### 1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on July 29, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Chandrakant Shrikhande	Non- Executive Independent Director	Chairperson
Kishore Purswani	Non- Executive Independent Director	Member
Vipin Mullick	Managing Director	Member

The Company Secretary of our Company shall act as Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

#### Terms of reference:

#### Role of Audit Committee

The scope of audit committee shall include, but shall not be restricted to, the following:

- oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- formulation of a policy on related party transactions, which shall include materiality of related party transactions;

5. reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
6. examining and reviewing, with the management, the annual financial statements and auditor's report thereon 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; and
  - g. Modified opinion(s) in the draft audit report.
7. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
8. reviewing, with the management, the statement of uses / application of funds raised through an offer (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / 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;
9. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

**Explanation:** The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

11. scrutiny of inter-corporate loans and investments;
12. valuation of undertakings or assets of the Company, wherever it is necessary;
13. evaluation of internal financial controls and risk management systems;
14. reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. 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;
16. discussion with internal auditors of any significant findings and follow up there on;



17. 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;
18. 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;
19. recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
20. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
21. reviewing the functioning of the whistle blower mechanism;
22. monitoring the end use of funds raised through public offers and related matters;
23. overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
24. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
25. reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;
26. carrying out any other functions required to be carried out as per the terms of reference of the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
27. consider and comment on rationale, cost- benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its members; and
28. to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and
29. Such roles as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable provisions.
30. Approve all related party transactions and subsequent material modifications.

#### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;

3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor;
5. Statement of deviations in terms of the SEBI Listing Regulations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of Regulation 32(1) of the SEBI Listing Regulations; and
  - b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
6. review the financial statements, in particular, the investments made by any unlisted subsidiary.

## 2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated July 29, 2024. The constituted Stakeholders Relationship Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Kishore Purswani	Non- Executive Independent Director	Chairperson
Vipin Mullick	Executive Director	Member
Anandita Mullick	Executive Director	Member

The Company Secretary of our Company shall act as Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

### Terms of Reference

#### Stakeholders Relationship Committee

1. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
2. Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
3. Review of measures taken for effective exercise of voting rights by members;
4. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities;

5. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures, and other securities from time to time;
6. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
7. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the members of the company; and
8. Carrying out such other functions as may be specified by the Board from time to time or specified / provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

### 3. Nomination and Remuneration Committee:

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated July 29, 2024. The Nomination and Remuneration Committee comprises of following members:

Name of the Directors	Designation	Designation in Committee
Kishore Purswani	Non- Executive Independent Director	Chairperson
Chandrakant Shirkhande	Non- Executive Independent Director	Member
Sanjiv Shah	Non- Executive Independent Director	Mether

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

#### The terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “**Board**” or “**Board of Directors**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”).

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

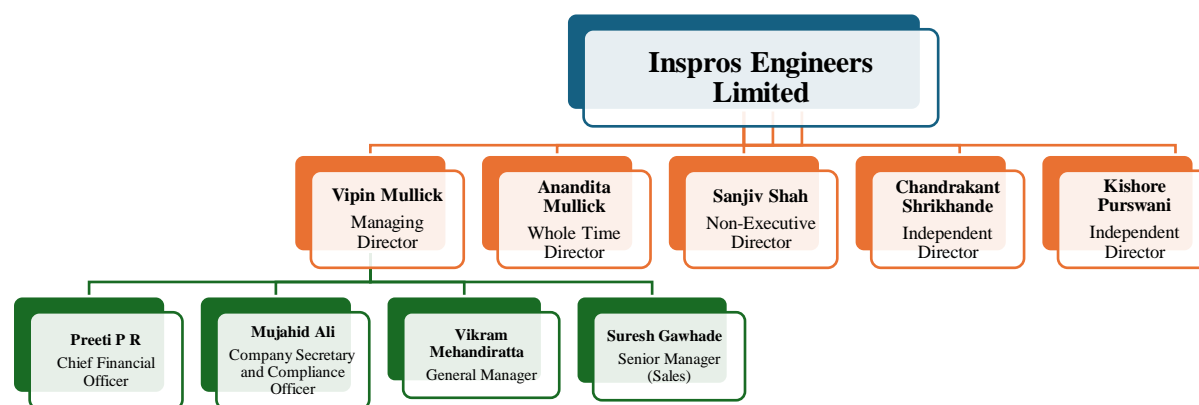
- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.
2. Formulation of criteria for evaluation of performance of independent directors and the Board;
3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed as senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out effective evaluation of performance of Board, its committees and individual directors (including independent directors) to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
5. Analysing, monitoring and reviewing various human resource and compensation matters;
6. Deciding 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;
7. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
9. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
10. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
11. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
12. Administering monitoring and formulating detailed terms and conditions the employee stock option scheme/ plan approved by the Board and the members of the Company in accordance with the terms of such scheme/ plan ("**ESOP Scheme**"), if any;
13. Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/ or rescinding rules and regulations relating to the administration of the ESOP Scheme;
14. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
15. 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:

- (a) use the services of an external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates.
16. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

## Management Organization Structure

The following chart depicts our Management Organization Structure



## Our Key Managerial Personnel and Senior Management Personnel

Vipin Mullick, Managing Director, Anandita Mullick, Whole Time Director, Preeti P R, Chief Financial Officer and Mujahid Ali, Company Secretary & Compliance Officer are the Key Managerial Personnel of our Company as on the date of this Draft Red Herring Prospectus.

In addition to Mujahid Ali, the Company Secretary and Compliance Officer who is also a Key Managerial Personnel of our Company, (i) Vikram Mehandiratta, and (ii) Suresh Gawhade, are the Senior Management Personnel of our Company as on date of this Draft Red Herring Prospectus.

## Profiles of our Key Managerial Personnel

For the profile of Vipin Mullick as a Managing Director, whose details are provided under “*Brief Biographies of our Directors*” in the “*Our Management*” beginning on page 215 of this Draft Red Herring Prospectus. The details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

1. **Preeti P R**, aged 51 years, is Chief Financial Officer of our Company. She has been associated with our Company as Chief Financial Officer w.e.f. July 29, 2024. She holds a Bachelor of Science from Government College Sawai, Madhopur and has cleared Master of Commerce from University of Rajasthan and has successfully completed Chief Financial Officer Programme from Indian Institute of Management, Calcutta and she has specialization in Economic Analysis & Financial Management from University of Rajasthan. She has experience of fifteen years and before joining our company, she was associated with M/s. Kavalakat Traders from 2009 to 2015 as chief

accountant, Manjilas Food Tech Private Limited as assistant manager (Accounts) from 2015 to 2018, Datamate Infosolutions (P) Limited as Manager- Finance and Accounts from 2018 to 2022, Ocean Polymer Technologies Private Limited as Head (Finance & Accounts) from 2022 to 2024. She is entitled to a remuneration of ₹ 14.64 lakhs per annum.

2. **Mujahid Ali**, aged 33 years, is the Company Secretary and Compliance Officer of our Company. He has been associated with our organization since April 08, 2024 as Company Secretary and Compliance Officer. He has cleared Bachelor of Commerce from Saifia Science College, cleared his Master of Business Administration in Finance from Barkatullah Vishwavidyalaya and is an associate member of Institute of Company Secretaries of India (ICSI). He is responsible for compliance with statutory and regulatory requirements and for ensuring that the decisions of our Board are implemented. He has had previous work experience with Fortcaps Healthcare Limited as Company Secretary and compliance officer since 2021 to 2023 and Sanvira Industries Limited as Company Secretary from 2023 to 2024. He is entitled to a remuneration of ₹ 6.31 lakhs per annum.

### **Brief Profile of our Senior Management Personnel**

The details of other Senior Management Personnel of our Company, as on the date of this Draft Red Herring Prospectus are set forth below:

1. **Vikram Mehendiratta**, aged 56 years, is the General Manager of our Company. He has been associated with our organization since January 01, 1999 as Manager (Works), later he was promoted to Deputy General Manager (Designs) from April 01, 2011, later he was promoted to General Manager (Engineering) w.e.f. April 01, 2021. He is responsible for leading company's engineering and production departments with a focus on design innovation, lean manufacturing practices, and customer satisfaction.
2. **Suresh Gawhade**, aged 51 years, is the Senior Manager (Sales) of our Company. He has cleared Diploma in Computer Application in September 1995 from Electronics Computer and Technical Training Center (Setup under Department of Electronics, Government of India Scheme for Rural Employment in Electronics), he also cleared Post Graduation in Masters in Arts in May, 1998 from Barkatullah Vishwavidyalaya, Bhopal. He also cleared Export Import Management in August, 2001 from All India Institute of Management Studies. He has been associated with our organization since April 01, 1998 as Office Assistant, later he was promoted to Deputy Manager (Sales) w.e.f. April 01, 2009 later he was promoted to Senior Manager (Sales) in April 01, 2018. since then he is actively working on the position taking responsibilities for end to end management of sales contracts, ensuing compliance with company policies and mitigating risks associated with contract execution.

### **Status of Key Managerial Personnel and Senior Management**

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

### **Relationship amongst the Key Managerial Personnel of our Company**

Except as disclosed in *"Family Relationship between the Directors, Key Managerial Personnel and Senior Management Personnel"* on page 216 of this Draft Red Herring Prospectus, none of our Key Managerial Personnel or Senior Management are related to each other or any of our Directors.

### **Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management were entitled for any contingent or deferred compensation for the year ended March 31, 2025.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the Key Managerial Personnel and Senior Management Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Red Herring Prospectus

### **Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnels**

Our Company does not have profit sharing plans for the Key Management Personnel and Senior Management Personnel.

### **Shareholding of Key Management Personnel and Senior Management Personnel in our Company**

Except for Vipin Mullick who holds 92,11,257 Equity Shares, constituting 54.96% of total paid- up share capital of our company, none of our Key Managerial Personnel and Senior Management Personnel hold Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 82 of this Draft Red Herring Prospectus.

### **Interest of Key Managerial Personnel and Senior Management Personnel**

Except as disclosed in this Draft Red Herring Prospectus, the Key Managerial Personnel and Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Red Herring Prospectus.

### **Payment of Benefits to of our KMPs and SMPs (non-salary related)**

Except as disclosed in this Draft Red Herring Prospectus, other than any statutory payments made by our Company to its KMPs and SMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Statements*” beginning on page 237 of this Draft Red Herring Prospectus.

### **Service Contracts with Key Managerial Personnel and Senior Management**

Our Key Managerial Personnel and Senior Management, other than our Managing Director, are governed by the terms of their respective appointment letters/resolutions of our Board in relation their terms of appointment and have not entered into any other service contracts with our Company. Further, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

### **Changes in Our Company’s Key Managerial Personnel during the last three (3) years**

<b>Name of KMP</b>	<b>Designation</b>	<b>Date of Appointment/ Redesignation</b>	<b>Date of Resignation</b>	<b>Reason</b>
Mujahid Ali	Company Secretary and Compliance Officer	April 08, 2024	-	Appointed as Company Secretary and Compliance Officer

<b>Name of KMP</b>	<b>Designation</b>	<b>Date of Appointment/ Redesignation</b>	<b>Date of Resignation</b>	<b>Reason</b>
Vipin Mullick	Chairman and Managing Director	May 10, 2024	-	Re-designated as Chairman cum Managing Director
Anandita Mullick	Whole Time Director	May 10, 2024	-	Re-designated as Whole Time Director
Preeti P R	Chief Financial Officer	July 29, 2024	-	Appointed as Chief Financial Officer



## OUR PROMOTERS AND PROMOTER GROUP

### Promoters

Vipin Mullick and Anandita Mullick are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our promoters hold 1,26,12,382 Equity Shares in aggregate, representing 75.25% of the issued, subscribed, and paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 82 of this Draft Red Herring Prospectus.

The details of our individual promoters are as under:

<b>Vipin Mullick</b>	
	<b>Vipin Mullick</b> , aged 67 years, is the promoter of our company designated as Chairman and Managing Director.
	For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/posts held in the past and other directorships and special achievements, see “ <i>Our Management</i> ” on page 213.
	<b>Date of Birth:</b> December 23, 1957
	<b>Address:</b> 202, Sector-2, Shakti Nagar, Huzur, H.E. Hospital, Bhopal- 462024, Madhya Pradesh, India
	<b>PAN:</b> AFNPM2428L
<b>Interest in other entities:</b> <ul style="list-style-type: none"> <li>Vipin Mullick HUF</li> <li>Engsol Technologies Private Limited</li> </ul>	
<b>Anandita Mullick</b>	
	<b>Anandita Mullick</b> , aged 61 years, is the promoter of our company designated as Whole Time Director.
	For further details in respect of her date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “ <i>Our Management</i> ” on page 213.
	<b>Date of Birth:</b> July 15, 1963
	<b>Address:</b> 202, Sector-2, Shakti Nagar, Habibganj, Huzur, Bhopal- 462024, Madhya Pradesh, India
	<b>PAN:</b> AFNPM2419P
<b>Interest in other entities:</b> <ul style="list-style-type: none"> <li>Vipin Mullick HUF</li> <li>Engsol Technologies Private Limited</li> </ul>	

### Other Undertakings and Confirmations

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number of the Promoters will be submitted at the time of submission of this Draft Red Herring Prospectus to the NSE for listing of the securities of our Company on EMERGE Platform. of NSE.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as a wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group in the past or are

currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Company (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Change in Control of our Company:**

The original promoters of our company were Deepankar Biswas, Panna Lala and Janak Mullick holding 100 shares each. On June 04, 1984, Vipin Mullick was allotted 250 shares and on September 15, 1995 Anandita Mullick was allotted 308 shares. Currently, the Promoters of the Company are Vipin Mullick and Anandita Mullick holding 92,11,257 equity shares and 34,01,125 equity shares, respectively.

### **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 the chapter titled “*Our Management*” beginning on page 213 of this Draft Red Herring Prospectus.

### **Interest of Promoters**

None of our Promoters have any interest in our Company except to the extent of compensation payable/ paid, loans given to the company, loans repaid by the Company, commission and reimbursement of expenses, if applicable and to the extent of any equity shares held by them or their relatives to the extent of benefits arising out of such shareholding. For further details please refer the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page 82, 237 and 213 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is 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 other than in the normal course of business.

### **Interest of Promoters in the Promotion of our Company**

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 shareholding of their relatives and directorship in our Company and the dividend declared, if any, by our Company. For further details, see “*Capital Structure*”, “*Our Management*”, “*Summary of the Offer Document - Related Party Transactions*” and “*Financial Information*” beginning on pages 82, 213, 29 and 237, respectively of this Draft Red Herring Prospectus.

### **Interest of Promoters in the Property of our Company**

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 Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

### **Interest of Promoters in our Company other than as a Promoters**

The Promoters of our Company are also interested in our Company as Managing Director (Vipin Mullick) and Whole Time Director (Anandita Mullick) of our Company and may be deemed to be interested in the remuneration payable to them and the reimbursement of expenses incurred by them in the said capacity. For further details, see “*Our Management*” on page 213.

We confirm that as on date of this Draft Red Herring Prospectus, our Group Company does not have any conflict of interest with the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Promoters.

### Related Party Transactions

Except as stated in the Chapter titled “*Financial Information*” on page 237 of this Draft Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

### Common Pursuits of Promoters and Promoter Group Companies

Our Promoters have interests in Promoter Group entity—namely, Engsol Technologies Private Limited—which are engaged in a similar line of business. We have entered into a non-compete agreement with respect to these entities. For further details on common pursuits and the associated risks, please refer to the risk factor titled ‘Conflicts of Interest’ in the chapter ‘Risk Factors’ beginning on page 33 of this Draft Red Herring Prospectus

### Payment of amounts or benefits to the Promoters or Promoter Group during the last two years

Except as stated in the Chapter titled “*Financial Information*” on page 237 of this Draft 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 Draft Red Herring Prospectus.

### OUR PROMOTER GROUP

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. Form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

#### A) Natural Persons who are part of the Promoter Group:

Relationship with the Promoters	Vipin Mullick	Anandita Mullick
Father	Late S. N. Mullick	Late Inder Mohanlal Bhasin
Mother	Janak Dulari Mullick	Late Shubh Bhasin
Spouse	Anandita Mullick	Vipin Mullick
Brother	-	-
Sister(s)	Vandana Chakravarty	Sangeeta Bedi
	-	Latika Khanna
	-	Ruchika Bhasin Ohri
Son	Divij Mullick	Divij Mullick
Daughter	Manya Mullick	Manya Mullick
Spouse’s Father	Late Inder Mohanlal Bhasin	Late S. N. Mullick
Spouse’s Mother	Late Shubh Bhasin	Janak Dulari Mullick
Spouse’s Brother	-	-
Spouse’s Sister(s)	Sangeeta Bedi	Vandana Chakravarty
	Latika Khanna	-
	Ruchika Bhasin Ohri	-

#### B) Companies / entities forming part of the Promoter Group

Sr. No.	Name of the entities
1.	Engsol Technologies Private Limited
2.	Vipin Mullick HUF

Sr. No.	Name of the entities
3.	S K Timber Products Private Limited
4.	Packaging Systems (India) Private Limited
5.	Touch Wood Constructions Private Limited
6.	Seven Prospera Landmark LLP
7.	Latique Designs
8.	Latique
9.	S. V. J. Engineers

Other than as disclosed here, our Company has no companies or entities that form part of our Promoter Group.

### **Shareholding of the Promoter Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please refer the chapter titled “*Capital Structure*” beginning on page 82 of this Draft Red Herring Prospectus.

### **Companies with which the Promoters have disassociated in the last three years**

Our promoters have not been disassociated from any of the entities in preceding three years.

### **Other Ventures of our Promoters**

Except as disclosed in this section titled “*Our Promoters and Promoter Group*” beginning on page 230 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoter in which they have any business interests/ other interests as on date of this Draft Red Herring Prospectus

### **Collaboration Agreements**

Our Company is not a party to any collaboration agreements.

### **Material Agreement**

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

### **Guarantees provided by our Promoters**

There are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

### **Outstanding Litigation**

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and “*Outstanding Litigation and Material Developments*” beginning on page 33 and 317 of this Draft Red Herring Prospectus.

## OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, the term ‘group company’ for the purpose of disclosure in this Draft Red Herring Prospectus, includes:

- (i) such companies (other than promoters and subsidiaries, if any) with which there were related party transactions, during the period for which the Restated Financial Information has been included in this Draft Red Herring Prospectus i.e., Fiscal 2025, Fiscal 2024, and Fiscal 2023, as covered under applicable accounting standards, and
- (ii) any other companies considered material by the Board, pursuant to the Materiality Policy.

For the purposes of (ii) above, our Board in its meeting held on September 19, 2024, has adopted the Materiality Policy and has considered group companies of our Company to be such companies (other than companies covered under (i) above) that are a part of the Promoter Group (in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations), with which there were transactions with our Company in the most recent financial year, if any, to be included in the Offer Documents (“**Test Period**”) which individually or in the aggregate in value, exceed 10% of the total restated revenue from operations of our Company from the Test Period.

Accordingly, based on the parameters outlined above, our Company has the following Group Company: (i) Engsol Technologies Private Limited.

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Company, for the last three years shall be hosted on the website of our Company:

- reserves (excluding revaluation reserve)
- sales
- profit after tax
- earnings per share
- diluted earnings per share; and
- net asset value

### Details of our Group Company

Engsol Technologies Private Limited

#### *Registered Office*

The registered office of Engsol Technologies Private Limited is situated at E-21, Phase- II New, Industrial Area, Mandideep, Raisen, Raisen, Madhya Pradesh, India, 462046.

#### *Financial Information*

The financial information derived from the audited financial statements of Engsol Technologies Private Limited for the last three financial years, as required by the SEBI ICDR Regulations, are available on [www.inspros.net](http://www.inspros.net)

It is clarified that such details available on the websites of our Company do not form part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, including the website of our Group Company, would be doing so at their own risk.

### Litigation which has a material impact on our Company

There is no pending litigation involving our Group Company which has or will have a material impact on our Company.

### Nature and extent of interest of Group Company

### ***Interest in the promotion of our Company***

Our Group Company does not have any interest in the promotion of our Company. Interest in the properties acquired by our Company in the preceding three years before filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

Our Group Company is not interested in the properties acquired by our Company in the three preceding years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

### ***Interest in transactions for acquisition of land, construction of building and supply of machinery***

Our Group Company are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

### ***Common pursuits***

As on the date of this Draft Red Herring Prospectus, our Group Company has common pursuit with our Company and are authorized to engage in business similar to that of our Company. Our Company will adopt the necessary procedure and practices as permitted by law to address any situations of conflict of interest, if and when they arise.

As on the date of this Draft Red Herring Prospectus, our Group Company is not listed in India or abroad.

### ***Related Business Transactions within the group and significance on the financial performance of our Company***

Other than the transactions disclosed in the section “*Financial Information – Note 5 – Related Party Disclosures*” starting on page 237 there are no other business transactions between our Company and Group Company. Further there are no transactions which are significant to the financial performance of our Company. For further details, please see “*Our Promoters and Promoter Group- Companies with which the Promoters have disassociated in the last three years*” on page 233.

### ***Business interests or other interests***

Except in the ordinary course of business and as disclosed in section “*Financial Information – Note 5– Related Party Disclosures*” starting on page 237, our Group Company do not have any business interest in our Company.

### ***Other Confirmations***

Our Company hereby confirms that:

1. Our Group Company do not hold any Equity Shares, warrants/convertible securities in our Company as of the date of this Draft Red Herring Prospectus.
2. Our Group Company is not a listed entity on any stock exchange in India or abroad and have not made any public or rights issue in preceding three years.
3. Our Group Company is not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, 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 any such contracts, agreements or arrangements, by any of our Group Company.
4. Our Group Company is interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.
5. We confirm that as on date of this Draft Red Herring Prospectus, our Group Company does not have any conflict of interest with the suppliers of raw materials and third-party service providers (crucial for operations of our Company).

## DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the Annual General Meeting. The shareholders of our Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal 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.

Except as disclosed below, our Company has not declared and paid any dividends on the Equity Shares during financial years March 31, 2025, March 31, 2024, and March 31, 2023:

Particulars	Financial Year 2025	Financial Year 2024	Financial Year 2023
Face value per equity share (in ₹)*	10	10	10
Dividend paid (including withholding tax) (in ₹ lakhs)	83.80	74.99	74.99
Dividend per equity share (in ₹)	0.50	750	750
Rate of dividend (%)**	5.00%	750%	750%
Dividend distribution tax (in %)	-	-	-
Dividend distribution tax (in ₹)	-	-	-

*Note:*

*Final dividend declared at the end of a Fiscal Year is paid to our Shareholders in the ensuing Fiscal Year after the approval of such dividend payout at the annual general meeting of our Shareholders.*

*\*At the time of payment of dividend.*

*\*\* Rate of dividend per equity share (%) is calculated as (total dividend per equity share divided by face value per equity share at the time of payment of dividend) multiplied by 100.*

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on several factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

For further details, please refer to section titled “*Financial Information*” beginning on page 237 of this Draft Red Herring Prospectus.

## SECTION VI- FINANCIAL INFORMATION RESTATED FINANCIAL STATEMENTS

To  
The Board of Directors  
**Inspros Engineers Limited**  
126, Sector-A  
Industrial Area  
Mandideep, 462046

**Dear Sirs/Madams,**

### 1. Introduction

We, M/s Baheti & Co, Chartered Accountants, have conducted an examination of the Restated Financial Information of **Inspros Engineers Limited** (the “**Company**”) comprising the Restated Statement of Assets and Liabilities as of March 31, 2025, March 31, 2024, and March 31, 2023, Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Changes in Equity, Restated Statement of Cash Flows for the years ended March 31, 2025, March 31, 2024, and March 31, 2023, Statement of Significant Accounting Policies and other explanatory information (collectively, the “Restated Financial Information”) as approved by the Board of Directors at their meeting held on June 16<sup>th</sup>, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus (hereinafter “**Offer Documents**”), prepared by the Company in connection with the Company’s proposed initial public offer of equity shares (the “**IPO**”) and prepared in terms of the requirement of:-

- Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the “Act”);
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations (ICDR Regulations); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (“SEBI”);
- The Guidance Note on Reports in the Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. (“The Guidance Note”)

### 2. Management’s Responsibility

The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion offer document to be filed with the Securities and Exchange Board of India (“SEBI”), and the National Stock Exchange of India Limited - Emerge Ltd (collectively, “Stock Exchanges”) and Registrar of Companies, Gwalior in connection with the IPO. The Restated Financial Statements have been prepared by the management of the Company for the period 31<sup>st</sup> March 2025, 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of these Restated Financial Information. The Board of Directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, the ICDR Regulations and the Guidance Note, as applicable.

### 3. Auditors’ Responsibilities

Our responsibility was to examine the Restated Financial Information and to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations, and the Guidance Note. We have examined such Restated Financial Statements taking into consideration:



- The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
- The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
- The requirements of Section 26 of The Companies Act, 2013 and the ICDR Regulations issued by SEBI. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

**4. These Restated Financial Information have been compiled by the management from:**

- Audited financial statements of the company for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India. The comparative information included in such financial statements have been prepared by making Ind AS adjustments to the audited financial statements of the Company as at and for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 prepared in accordance with the accounting standards notified under the section 133 of the Act (“Indian GAAP”).
- The Restated Financial Information also contains the proforma Ind AS financial information as at and for the year ended March 31, 2025, March 31, 2024, and March 31, 2023. The proforma Ind AS financial information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2025, March 31, 2024, and March 31, 2023.

We have audited the special purpose financial information for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 prepared by the Company in accordance with the Ind AS 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 ICDR Regulations in relation to proposed IPO.

**5. Basis of Examination**

For the purposes of our examination, we have relied on

- The restated financial statements of the Company as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015 and other accounting principles accepted in India
- The restated financial statements of the Company have been prepared after incorporating proforma Ind AS adjustments to the audited Indian GAAP financial statements as at, 31.03.2025, 31.03.2024, and 31.03.2023 as described in Note 1 to the Restated Financial Information.
- Auditors’ report issued by us on the audited financial statements of the Company as at March 31, 2025, March 31, 2024 and March 31, 2023.

**6. Our Findings**

In accordance with the requirements of Part I of Chapter III of the Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- The “Restated Statement of Assets and Liabilities” of the Company as at 31<sup>st</sup> March 2025, 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts
  - The “Restated Statement of Profit and Loss Account” of the Company for the period ending 31<sup>st</sup> March 2025, 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss Account have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts.
  - The "Restated Statement of Cash Flows" of the Company for period ending 31<sup>st</sup> March 2025, 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Cash Flows have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts.
  - There were no qualifications in the Audit Reports issued by us for the period 31<sup>st</sup> March 2025, 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023 which would require adjustments in this Restated Financial Statements of the Company.
  - 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 and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Point-of this report.
  - Adjustments in Restated Financial Statements have been made in accordance with the correct accounting policies and the corresponding impact of restatement has been charged / reversed to profit and loss account for the period ended 31<sup>st</sup> March 2025, 31<sup>st</sup> March 2024 and 31<sup>st</sup> March 2023.
  - There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements.
  - There are no modifications requiring further adjustments.
  - The Restated Financial Information have been prepared in accordance with the Act, the ICDR Regulations, and the Guidance Note.
7. In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company read with Significant Accounting Policies and Notes to Accounts as Appearing Above are prepared after providing appropriate adjustments and regroupings as considered appropriate.

## **8. Peer Review**

We, M/s Baheti& Co., 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

## **9. Quality Control**

We have adhered to the applicable requirements of Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. which ensures quality control in audit and assurance engagements.

## **10. Subsequent Events**

The Restated Financial Information does not reflect the effects of events occurring after the respective dates of the reports on the financial statements. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

## **11. Limitations**

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.

## **12. Intended Use**

This report is intended solely for the use of the Board of Directors for inclusion in the offer document in connection with the IPO for Proposed Issue of Equity Shares of the Company. It is not suitable for any other purpose, and we accept no liability for any other use or to any other person.

**For BAHETI & CO.**

Chartered Accountants

FRN No.006287C

**CA. DEEPAK BAHETI**

(PARTNER)

**M. No.:** 075063

**Place:** Bhopal

**Date:** June 16, 2025

**UDIN No.:** 25075063BMGXZA270

**INSPROS ENGINEERS LIMITED**  
**(Formerly known as Inspros Engineers Private Limited)**  
**CIN U02422MP1983PLC002289**

**Restated Statement of Assets & Liabilities**

Particulars	Note No.	Figures as at 31/03/2025 Rs. in Lakhs	Figures as at 31/03/2024 Rs. in Lakhs	Figures as at 31/03/2023 Rs. in Lakhs
<b><u>ASSETS</u></b>				
<b><u>Non-current assets</u></b>				
Property, plant and equipment	6	1,912.52	1,486.71	1,249.37
Capital Work in progress	33	537.19	-	-
Financial assets:				
- Investments	7	40.78	719.08	557.31
- Loans and Advances	13.A.	555.68	591.56	566.56
Other non-current assets	9	46.57	12.04	22.99
<b><u>Current assets</u></b>				
Inventories	10	1,369.02	1,267.95	879.47
Financial assets:				
- Trade and other receivables	11	3,149.97	1,731.66	1,328.81
- Cash and cash equivalents	12	94.25	94.96	70.61
- Loans and Advances	13.B.	28.12	61.52	75.05
Other current assets	14	649.89	564.19	354.39
<b><u>Assets Held for Sale</u></b>	14.A.	105.00	-	-
<b>Total Assets</b>		<b>8,488.98</b>	<b>6,529.67</b>	<b>5,104.56</b>
<b><u>EQUITY AND LIABILITIES</u></b>				
<b><u>Equity</u></b>				
Equity Share capital	15	1,675.93	9.999	9.999
Other equity	16	5,511.87	5,452.54	4,459.41
<b><u>Non-current liabilities</u></b>				
Financial Liabilities				
- Borrowings	17	148.23	299.00	94.51
Deferred tax liabilities (Net)	19	34.52	16.80	17.22
<b><u>Current liabilities</u></b>				
Financial Liabilities:				
- Borrowings	18	129.53	99.94	-
- Trade Payables				
(a) Dues of MSME'S		-	-	-
(b) Dues of Creditors other than MSME'S	20	139.13	125.65	60.27
Short Term Provisions	22	143.42	77.78	67.03
Other Current Liabilities	21	152.25	86.50	101.30
Curent Tax Liabilities (Net)	22.A.	554.09	361.46	294.83
<b>Total Equity &amp; Liabilities</b>		<b>8,488.98</b>	<b>6,529.67</b>	<b>5,104.56</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

**For Baheti & Co.**  
**Chartered Accountants**  
**FRN : 006287C**

**For and on behalf of the Board of Directors**

**Deepak Baheti**  
**Partner**  
  
**Membership No : 075063**  
**Place: Bhopal**  
**Date: 16/06/2025**

**Vipin Mullick**  
**DIN -00910549**  
**(Chairman & Managing Director)**

**Anandita Mullick**  
**DIN: 01208644**  
**(Whole Time Director)**

**Mujahid Ali**  
**(Company Secretary and Compliance Officer)**  
**M.No.: A65821**

**Preeti P.R.**  
**(Chief Financial Officer)**

**INSPROS ENGINEERS LIMITED**  
(Formerly known as Inspros Engineers Private Limited)  
CIN U02422MP1983PLC002289

**Restated Statement of Profit and Loss**

Particulars	Note No.	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
<b><u>Revenue:</u></b>				
- Revenue from Operations	23	9,126.53	6,131.87	5,065.78
- Other Income	24	286.11	187.56	221.33
<b>Total Income</b>		<b>9,412.64</b>	<b>6,319.42</b>	<b>5,287.11</b>
<b><u>Expenses:</u></b>				
- Cost of Materials Consumed	25	4,281.54	2,705.31	2,100.72
- Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress	26	(52.79)	(109.18)	62.09
- Employee Benefit Expenses	27	981.50	745.78	673.82
- Finance Costs	28	69.37	48.49	18.93
- Depreciation and Amortisation Expenses	29	249.22	206.12	176.44
- Other Expenses	30	1,713.18	1,313.01	1,029.27
<b>Total Expenses</b>		<b>7,242.01</b>	<b>4,909.54</b>	<b>4,061.27</b>
<b>Profit Before Exceptional Items and Tax</b>		<b>2,170.62</b>	<b>1,409.89</b>	<b>1,225.84</b>
<b><u>Tax Expenses</u></b>				
- Current Tax		555.73	361.46	294.83
- Deferred Tax Charge/(Credit)	31	17.71	(0.41)	(5.86)
- Tax Expenses of Earlier years		-	-	-
<b>A Profit After Tax</b>		<b>1,597.18</b>	<b>1,048.84</b>	<b>936.87</b>
<b><u>Other Comprehensive Income</u></b>				
<b>Items that will not be reclassified to Profit or Loss</b>				
- Revaluation of Property, plant and equipment		-	-	-
- Income Tax relating to items that will not be reclassified to profit/loss		-	-	-
<b>Items that will be reclassified to Profit or Loss</b>				
- Income Tax relating to items that will be reclassified to profit/loss		-	-	-
<b>B Total Other Comprehensive Income</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income (A+B)</b>		<b>1,597.18</b>	<b>1,048.84</b>	<b>936.87</b>
<b><u>Earnings Per Share</u></b>				
- Basic Earnings Per Share (As per Annexure)	32	9.58	6.32	5.64
- Diluted Earnings Per Share (As Per Annexure)	32	9.58	6.32	5.64

See accompanying notes forming part of the financial statements  
In terms of our report attached.

For Baheti & Co.  
Chartered Accountants  
FRN : 006287C

For and on behalf of the Board of Directors

Deepak Baheti  
Partner

Membership No : 075063  
Place: Bhopal  
Date: 16/06/2025

Vipin Mullick  
DIN -00910549  
(Chairman & Managing  
Director)

Anandita Mullick  
DIN: 01208644  
(Whole Time Director)

Mujahid Ali  
(Company Secretary and  
Compliance Officer)  
M.No.: A65821

Preeti P.R.  
(Chief Financial Officer)

**INSPROS ENGINEERS LIMITED**  
(Formerly known as Inspros Engineers Private Limited)  
CIN U02422MP1983PLC002289

**Restated Statement of Cash Flows**

Particulars		Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
		Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>A.</b>	<b>Cash Flow from Operating Activities</b>			
	Profit Before Taxes	2,170.62	1,409.89	1,225.84
	Adjustments for:			
	Depreciation & Amortisation	249.22	206.12	176.44
	(Profit)/ Loss on sale of Assets	(2.33)	(0.19)	(53.37)
	Gain on Foreign Exchange	60.10	26.37	79.67
	Gain on Sale of Investments	(37.99)	(22.03)	-
	Interest Income	(51.38)	(60.94)	(12.48)
	Gain on sale of mutual fund	(2.76)	(3.38)	(7.87)
	Interest & Financial Charges	69.37	48.49	18.93
	<b>Operating Profit Before Working Capital Changes</b>	<b>2,454.84</b>	<b>1,604.33</b>	<b>1,427.16</b>
	Changes in Current Assets and Current Liabilities	-	-	-
	(Increase)/ Decrease in Inventory	(101.07)	(388.48)	(114.91)
	(Increase)/ Decrease in Trade Receivable	(1,418.31)	(402.85)	(54.65)
	(Increase)/ Decrease in Short Term Loans, Advances	33.40	13.53	104.03
	(Increase)/ Decrease in Other Current Assets	(85.70)	(209.80)	(71.28)
	Increase/ (Decrease) in Other Current Liability & Provisions	65.75	(14.79)	(53.03)
	Increase/ (Decrease) in Trade Payable	13.48	65.38	(3.25)
	(Increase)/ Decrease in Loans and Advances	35.88	(25.00)	(521.56)
	Increase/ (Decrease) in Other Short Term Provisions	258.27	77.38	117.57
	<b>Cash Generated from Operations</b>	<b>1,256.53</b>	<b>719.71</b>	<b>830.09</b>
	Taxes Paid (Net of Refund)	555.45	362.91	291.93
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>701.08</b>	<b>356.80</b>	<b>538.16</b>
<b>B.</b>	<b>Cash Flow from Investing Activities</b>			
	(Increase)/ Decrease in Investment	678.30	(161.78)	(545.29)
	(Increase)/ Decrease in Other Non-Current Assets	(34.53)	10.95	3.08
	Interest Received	51.38	60.94	12.48
	Gain on sale of mutual fund	2.76	3.38	7.87
	Gain on Sale of Investments	37.99	22.03	-
	Proceeds from sale of Assets	21.10	12.65	89.74
	Acquisition of Fixed Assets	(693.79)	(455.92)	(257.64)
	Acquisition & Changes in Work in Progress	(642.19)	-	2.89
	Capital Investment subsidy	66.72	20.72	43.72
	<b>Net Cash Flow From Investing Activities (B)</b>	<b>(512.26)</b>	<b>(487.02)</b>	<b>(643.16)</b>
<b>C.</b>	<b>Cash Flow from Financing Activities</b>			
	Proceeds from Issue of equity share capital including share premium	144.90	-	-
	Proceeds from Long Term Borrowings	119.37	222.70	44.00
	Short Term Borrowings	29.59	99.94	-
	Repayment of Long Term Borrowings	(270.14)	(18.21)	(89.66)
	Dividend (Including Corporate Dividend Tax) Paid	(83.80)	(74.99)	(74.99)
	Interest & Financial Charges Paid	(69.37)	(48.49)	(18.93)
	<b>Net Cash Flow From Financing Activities (C)</b>	<b>(129.44)</b>	<b>180.94</b>	<b>(139.58)</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>59.39</b>	<b>50.72</b>	<b>(244.58)</b>
	<b>Effect of Exchange Rate changes on Cash and Cash Equivalent</b>	<b>60.10</b>	<b>26.37</b>	<b>79.67</b>
	<b>Cash &amp; Cash Equivalents at the beginning of the Period</b>	<b>94.96</b>	<b>70.61</b>	<b>394.86</b>
	<b>Cash &amp; Cash Equivalents at the end of the Period</b>	<b>94.25</b>	<b>94.96</b>	<b>70.61</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Baheti & Co.

Chartered Accountants

FRN : 006287C

For and on behalf of the Board of Directors

Deepak Baheti  
Partner

Membership No : 075063

Place: Bhopal

Date:

Vipin Mullick  
DIN -00910549  
(Chairman & Managing  
Director)

Mujahid Ali  
(Company Secretary and  
Compliance Officer)  
M.No.: A65821

Anandita Mullick  
DIN: 01208644  
(Whole Time Director)

Preeti P.R.  
(Chief Financial Officer)

**\*\*Notes to the Financial Statement Including a Summary of Significant Accounting Policies and**

**Other Explanatory Information\*\***

**1. Basis of Preparation of Financial Statements**

**a) Statement of Compliance with Ind AS**

The Restated Financial Information of the Company comprises:

- The restated balance sheets as of March 31, 2025, March 31, 2024 and March 31, 2023.
- The restated statements of profit and loss (including other comprehensive income) for the periods/years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- The restated statements of changes in equity for the periods/years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- The restated statements of cash flows for the periods/years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- The statement of significant accounting policies;
- Other explanatory information relating to the financial periods mentioned.

The Restated Financial Information has been prepared on a going-concern basis.

These Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the board meeting held for the approval of the financial statements for the periods/years ended March 31, 2025, March 31, 2024 and March 31, 2023.

The accounting policies have been applied consistently to all the periods presented in the Restated Financial Information, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy previously in use.

The Restated Financial Information has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India (SEBI) in connection with the proposed Initial Public Offering (IPO) of its equity shares, in accordance with the requirements of:

- Section 26 of Part I of Chapter III of the Act;

- Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended in pursuance of the Securities and Exchange Board of India Act, 1992;
- The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI).

The Restated Financial Information has been compiled by the Company from:

- The audited financial statements of the Company as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023. which were prepared in accordance with Accounting Standards (AS) and other accounting principles generally accepted in India (Audited Financial Statements).

These Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and the presentation requirements of Division II of Schedule III to the Companies Act, 2013 as applicable.

This note provides a list of the significant accounting policies adopted in the preparation of the Restated Financial Information. These policies have been consistently applied to all the periods/years presented unless otherwise stated.

The Restated Financial Information has been prepared on an accrual basis under the historical cost convention except where Ind AS requires a different accounting treatment.

**b) Functional and Presentation Currency**

The Restated Financial Information is presented in Indian Rupees (₹ in Lakhs), which is also the functional currency of the Company. All amounts disclosed in the Restated Financial Information and notes have been rounded off to the nearest Lakhs with two decimal places, unless otherwise stated.



**c) Use of Estimates**

The preparation of Restated Financial Information in conformity with Indian Accounting Standards (Ind AS) requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the Balance Sheet date, the reported amounts of revenue and expenditure for the period, and disclosures of contingent liabilities as of the Balance Sheet date. Actual results may differ from these estimates.

This note provides an overview of areas involving a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in the relevant notes, along with information about the basis of calculation.

Areas involving critical estimates or judgments include:

- **Useful Life of Property, Plant, and Equipment:** Estimates regarding the useful life of tangible assets which impact depreciation expense.
- **Defined Benefit Obligation:** Estimates used to determine the obligation related to defined benefit plans.
- **Provisions:** Estimates regarding the amount and timing of future cash flows required to settle provisions.
- **Recoverability of Trade Receivables:** Assessments related to the collectability of trade receivables and the provision for doubtful debts.
- **Recognition of Revenue and Allocation of the Transaction Price:** Estimates used in recognizing revenue and allocating transaction prices to performance obligations.
- **Current Tax Expense and Current Tax Payable:** Estimates for current tax liabilities based on tax laws and regulations.

Estimates and judgments are reviewed regularly and are based on historical experience and other factors, including reasonable future information that may have a financial impact on the Company.

**d) Current/Non-Current Classification**

The Company presents assets and liabilities in the Balance Sheet based on a current/non-current classification.

- **Assets:** An asset is classified as current if it meets one of the following criteria:
  - Expected to be realized in, or intended for sale or consumption in, the Company's normal operating cycle;
  - Held primarily for the purpose of being traded;
  - Expected to be realized within 12 months after the reporting date;
  - Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

- **Liabilities:** A liability is classified as current if it meets one of the following criteria:
  - Expected to be settled in the Company's normal operating cycle;
  - Held primarily for the purpose of being traded;
  - Due to be settled within 12 months after the reporting date;
  - The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

- **Deferred Tax Assets and Liabilities:** These are classified as non-current only.

The Company has determined its operating cycle to be twelve months for the purpose of classifying assets and liabilities as current or non-current.

## **2. Significant Accounting Policies**

The accounting policies set out below have been applied consistently to the periods presented in these Restated Financial Information.

### **a. Revenue Recognition**

#### **i. Sale of Goods**

Revenue from the sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. Performance obligations in our contracts are fulfilled at the time of dispatch, delivery, or upon formal customer acceptance, depending on customer terms.

Revenue is measured at the fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates, and any taxes or duties collected on behalf of the government, such as Goods and Services Tax (GST). Accumulated experience is used to estimate provisions for discounts and rebates. Revenue is recognized to the extent that it is highly probable that a significant reversal will not occur. If customers have the contractual right to return goods, an estimate is made for goods expected to be returned, and a liability is recognized for this amount using the best estimate based on accumulated experience. The Company does not generally provide a right of return on the goods supplied to customers.

**Satisfaction of Performance Obligations:**

The Company's revenue is derived from a single performance obligation to transfer primarily products manufactured using Metallic, Non-Metallic and Electrical Insulations Material, and other allied products under arrangements where the testing and transfer of control of the products and the fulfillment of the Company's performance obligation occur simultaneously. Therefore, revenue from the sale of goods is recognized when the Company transfers control at the point in time the customer takes undisputed delivery of the goods.

**Contract Balances:**

**Contract Assets:** Any amount of income accrued but not billed to customers in respect of such contracts is recorded as a contract asset. Such contract assets are transferred to Trade Receivables upon actual billing to customers.

**Contract Liabilities:** If a customer pays consideration before the Company transfers goods or services, a contract liability is recognized when the payment is received. Contract liabilities are recognized as revenue when the Company performs under the contract.

**Trade Receivables:**

A receivable is recognized if an amount of consideration is unconditional (i.e., only the passage of time is required before payment is due).

**ii. Interest Income**

Interest income is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included under the head 'Other Income' in the Statement of Profit and Loss.

**iii. Income on Sale of Investments (Mutual Funds) and Dividend**

**Dividend Income:** Dividend income on investments is recognized when the right to receive dividend is established.

**Gain on Sale of Investments:** Gains on the sale of investments are recognized when the transfer takes place and the receivable amount is confirmed.

**b. Inventories**

Items of inventories are valued at the lower of cost or estimated net realizable value. The cost of inventories includes all costs incurred in bringing the inventories to their present location and condition.

**This includes:**

**(i) Raw Materials, Packing Materials, Stores, and Spares**

**Raw Materials:** Cost includes all costs of purchase and other costs directly attributable to bringing the inventories to their present location and condition.

**Packing Materials:** Valued at cost or net realizable value, whichever is lower.

**Stores and Spares:** Valued at cost or net realizable value, whichever is lower.

The cost of inventories is determined using the First-In, First-Out (FIFO) or weighted average cost method, depending on the nature of the inventory. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

(ii) **Finished Goods, Semi-Finished Goods, and Traded Goods**

- **Manufactured Finished Goods and Semi-Finished Goods:** These are valued at the lower of cost or net realizable value. The cost is computed using the Weighted Average method. The cost of manufactured finished goods includes:
  - Direct materials
  - Direct labor
  - An appropriate proportion of variable and fixed overhead expenditure allocated based on normal operating capacity.

**Net realizable value** is defined as the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

c. **Property, Plant, and Equipment**

- **Recognition and Initial Measurement:** Property, plant, and equipment are recognized at their cost of acquisition. The cost includes:
  - Purchase price
  - Directly attributable costs necessary to bring the asset to its working condition for the intended use.

Any trade discounts and rebates are deducted in determining the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset when it is probable that future economic benefits attributable to such costs will flow to the Company. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

- **Subsequent Measurement (Depreciation and Useful Lives):** Depreciation on property, plant, and equipment is provided on the Written Down Value (WDV) method based on the useful lives prescribed under Schedule II of the Companies Act, 2013. The following useful lives of assets have been taken by the Company:

<b>Asset class</b>	<b>Estimatedusefullife</b>
Factory buildings	30 years
PlantandMachinery	15 years
Furnitureandfitting	10 years
CommercialVehicles	10 years
Computer	3 years

### **Derecognition of Assets**

An item of property, plant, and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Income Statement when the asset is derecognized.

**Note:** Individual assets costing INR 5,000 or less are fully depreciated in the periods/years of purchase.

### **d. Capital Work-in-Progress**

Property, plant, and equipment that are not yet ready for their intended use as of the date of the Balance Sheet are disclosed as “Capital Work-in-Progress.” These assets are carried at cost, including any directly attributable costs of bringing the assets to their current condition and location.

### **e. Intangible Assets**

The Company has no intangible assets at present.

### **f. ASSETS CLASSIFIED AS HELD FOR SALE**

Investments in Immovable Property, which fulfils the criteria set out in Ind AS 105, to be shown under Non-Current Assets held for Sale and Discontinued Operations Accordingly, the assets have been classified as held for sale and are presented separately in the balance sheet at acquisition cost.

g. **Impairment of Non-Financial Assets**

• **Property, Plant, and Equipment (PPE) and Intangible Assets:**

**Review for Impairment:** PPE and intangible assets with definite lives are reviewed for impairment whenever events or changes in circumstances indicate that their carrying values may not be recoverable. This review ensures that the carrying amount of the assets does not exceed their recoverable amount.

**Recoverable Amount:** The recoverable amount is the higher of:

- **Fair Value Less Costs to Sell:** The amount obtainable from the sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.
- **Value in Use:** The present value of the future cash flows expected to be derived from the asset.

**Testing at CGU Level:** For impairment testing, if an asset does not generate cash flows that are largely independent of those from other assets, the recoverable amount is determined at the level of the cash-generating unit (CGU). A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of other assets or groups of assets.

**Impairment Loss Recognition:** If the carrying amount of an asset or a CGU exceeds its recoverable amount, an impairment loss is recognized. The impairment loss is charged to the Statement of Profit and Loss unless it reverses a revaluation surplus recognized in other comprehensive income, in which case it is recognized in other comprehensive income.

**Reversals of Impairment:** An impairment loss recognized in prior periods for an asset or CGU is reversed if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset or CGU is increased to its revised recoverable amount, but not above the carrying amount that would have been determined had no impairment loss been recognized in prior periods.

**Disclosure:** The Company discloses information about impairment losses and reversals, including the nature of the impairment, the events leading to it, and the amount recognized or reversed. However, during the periods of Restated Financial statements no such cases occurred.

**h. Leases**

The Company hasn't taken/given any asset on Lease at present.

**i. Financial Instruments**

**I. Financial Assets:**

- **Initial Recognition and Measurement:** Financial assets are classified, at initial recognition, into the following categories:

- **Amortized Cost**
- **Fair Value Through Other Comprehensive Income (FVTOCI)**
- **Fair Value Through Profit or Loss (FVTPL)**

**In general, the company recognizes the financial assets at amortized cost.**

The classification depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

To be classified and measured at amortized cost or FVTOCI, a financial asset must pass the Solely Payments of Principal and Interest (SPPI) test, which assesses if the asset's cash flows represent solely payments of principal and interest on the principal amount outstanding. Financial assets that do not pass the SPPI test are classified and measured at FVTPL, irrespective of the business model.

- **Subsequent Measurement:**
  - **Amortized Cost:** Assets held for collecting contractual cash flows that are solely payments of principal and interest is measured at amortized cost. Interest income from these assets is included in finance income using the effective interest rate method (EIR).

**In general, the company subsequently measures the financial assets at amortized cost.**

- **Fair Value through Other Comprehensive Income (FVTOCI):** Assets held for collecting contractual cash flows and for selling the financial assets, where the cash flows represent solely payments of principal and interest, are measured at FVTOCI. Changes in carrying amounts are recognized in OCI, except for impairment gains or losses, interest revenue, and foreign exchange gains and losses, which are recognized in the Statement of Profit and Loss. On derecognition, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss.



- **Fair Value through Profit or Loss (FVTPL):** Assets that do not meet the criteria for amortized cost or FVTOCI are measured at FVTPL. Interest income from these assets is included in other income. Equity instruments are generally measured at fair value. The Company may make an irrevocable election to present all subsequent changes in fair value in OCI for certain equity instruments. The classification is made on an instrument-by-instrument basis and is irrevocable. If classified as FVTOCI, all fair value changes (excluding dividends) are recognized in OCI with no recycling to profit or loss upon sale. Equity instruments classified under FVTPL are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**Impairment of Financial Assets:**

The Expected Credit Loss (ECL) model, as per Ind AS 109, outlines how companies should measure and recognize impairment losses on financial assets. Here's a detailed breakdown of how this model is applied, including the simplified approach for trade receivables and the distinction between lifetime ECL and 12-month ECL:

**1. ECL Model Overview:**

- **Objective:** The ECL model aims to recognize credit losses earlier in the lifecycle of financial assets. This approach ensures that changes in credit risk are reflected over time, rather than waiting until a loss event has occurred.

**2. Simplified Approach for Trade Receivables:**

- **Application:** For trade receivables, the company uses a simplified approach which does not require tracking changes in credit risk over time.
- **Impairment Loss Recognition:** The impairment loss allowance is recognized based on lifetime ECL at each reporting date, starting from the initial recognition of the receivable.

**3. General Approach for Other Financial Assets:**

- **Initial Recognition:** At initial recognition, the company evaluates whether there has been a significant increase in credit risk since the initial recognition of the financial asset.
- **12-Month ECL:** If no significant increase in credit risk is observed, the impairment loss is calculated based on 12-month ECL. This represents the expected credit losses that result from default events occurring within 12 months of the reporting date.

- **Lifetime ECL:** If there has been a significant increase in credit risk, the impairment loss is based on lifetime ECL, which accounts for the expected credit losses over the entire life of the financial instrument.
  - **Reversion to 12-Month ECL:** If the credit quality of the financial asset improves to the extent that there is no longer a significant increase in credit risk, the company reverts to recognizing impairment loss based on 12-month ECL.
4. **Recognition of ECL:**
- **Income/Expense:** ECL impairment loss (or reversal) is recognized as income or expense in the statement of profit and loss.
  - **Balance Sheet Presentation:** On the balance sheet, ECL for financial assets measured at amortized cost is presented as an allowance. This allowance is integral to the measurement of these assets and reduces their net carrying amount. The company does not adjust the gross carrying amount until the asset meets the write-off criteria.

#### **Derecognition of Financial Assets**

A financial asset is derecognized when one of the following conditions is met:

1. **Transfer of Rights:**
  - The company transfers the right to receive cash flows from the financial asset to another party.
2. **Retention with Obligation:**
  - The company retains the right to receive cash flows but assumes a contractual obligation to pay these cash flows to one or more recipients.

#### **Conditions for Derecognition:**

- **Transfer of Risks and Rewards:**
  - If the financial asset is transferred, it is derecognized only if substantially all risks and rewards of ownership have been transferred to the new party. If not all risks and rewards are transferred, the asset remains on the company's balance sheet.

- **Control:**

- If the financial asset is neither transferred nor if the company retains substantially all risks and rewards, the asset is derecognized only if the company has lost control over the financial asset. If control is retained, the asset continues to be recognized, proportionate to the company's continuing involvement.

## **II. Financial Liabilities**

### **Initial Recognition and Measurement:**

- **Classification:**

- Financial liabilities are classified as either:
  - **Financial Liabilities at Fair Value Through Profit or Loss (FVTPL):** These include liabilities held for trading or those designated as FVTPL upon initial recognition.
  - **Amortized Cost:** This typically applies to borrowings and payables.

- **Measurement:**

- Initially, financial liabilities are recognized at cost. For borrowings and payables, this is net of transaction costs directly attributable to the liability.

### **Subsequent Measurement:**

- **Loans and Borrowings:**

- After initial recognition, the loans & borrowings are subsequently measured at amortized cost.

- **Trade and Other Payables:**

- For payables maturing within one year from the balance sheet date, the carrying amounts typically approximate fair value due to their short-term nature.

### **Derecognition of Financial Liabilities:**

- A financial liability is derecognized when the obligation is discharged, canceled, or expires.
- If an existing liability is replaced with another from the same lender on substantially different terms, or if the terms of an existing liability are substantially modified, this is treated as the derecognition of the original liability and recognition of a new liability.
- The difference in carrying amounts is recognized in profit and loss as finance costs.

- **Foreign Currency Transactions and Translation**

**Functional Currency:**

- The functional currency of the company is the Indian Rupee (₹).

**Translation of Foreign Currency Transactions:**

**Monetary Assets and Liabilities:**

- Translated into the functional currency at the exchange rates in effect at the balance sheet date.
- Gains or losses from these translations are included in net profit.

**Non-Monetary Assets and Liabilities:**

- **Measured at Fair Value:**

- Translated at the exchange rate prevalent at the date when the fair value was determined.

- **Measured at Historical Cost:**

- Translated at the exchange rate on the transaction date.

- **Translation Differences:**

- Gains or losses on translation are treated in line with the recognition of the fair value gain or loss (i.e., if the fair value change is recognized in Other Comprehensive Income or profit and loss, the translation differences follow the same treatment).

**Transaction Gains and Losses:**

Realized gains or losses upon settlement of foreign currency transactions are included in determining net profit for the periods in which the transactions are settled.

**Taxes**

**Current Income Tax**

**1. Measurement:**

- Current income tax assets and liabilities are measured based on the amount expected to be recovered from or paid to the tax authorities, in accordance with the Income Tax Act, 1961, and other relevant rules.

**2. Recognition:**

- **Profit or Loss:** Current income tax items are recognized in the profit or loss unless they relate to items recognized outside profit or loss.

- **Other Comprehensive Income (OCI) or Equity:** When current tax relates to items recognized in OCI or directly in equity, the tax is also recognized in OCI or equity accordingly.

**3. Provisions:**

- The company evaluates positions taken in tax returns, especially where tax regulations are subject to interpretation, and establishes provisions where appropriate.

**Deferred Tax**

**1. Provisioning:**

- Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes as of the reporting date.

**2. Recognition:**

- **Deferred Tax Assets:** Recognized for all deductible temporary differences, carryforward of unused tax credits, and unused tax losses, but only to the extent that it is probable that taxable profits will be available against which these can be utilized.
- **Initial Recognition Exception:** Deferred tax assets arising from the initial recognition of an asset or liability in a transaction not related to a business combination, and that does not affect either accounting profit or taxable profit or loss at the time of the transaction, are not recognized.

**3. Review and Reassessment:**

- **Carrying Amount:** Reviewed at each reporting date and reduced if it is no longer probable that sufficient taxable profits will be available to allow for utilization.
- **Unrecognized Deferred Tax Assets:** Reassessed at each reporting date and recognized if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

**4. Measurement:**

- Deferred tax assets and liabilities are measured at tax rates expected to apply when the asset is realized or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the reporting date.

**5. Presentation:**

- Deferred tax relating to items recognized outside profit or loss is similarly recognized in OCI or directly in equity.

**6. Offsetting:**

- Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities and if they relate to the same taxable entity and the same taxation authority

- **Cash and Cash Equivalents**

**1. Balance Sheet:**

- Cash and cash equivalents include:
  - Cash at banks
  - Cash on hand
  - Short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**2. Statement of Cash Flows:**

- In addition to the items listed above, any bank overdrafts or cash credits that are integral to the company's cash management are also included as part of cash and cash equivalents for the purpose of the statement of cash flows.

- **Government Grants and Subsidies**

Government grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions have been complied with.

**Expense-Related Grants:** When the grant relates to an expense item, it is recognized as other operating revenue on a systematic basis over the periods in which the related costs are expensed.

**Asset-Related Grants:** When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

- **Provisions**

Provisions are recognized when:

The Company has a present obligation (legal or constructive) as a result of a past event.

It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

A reliable estimate can be made of the amount of the obligation

When the Company expects some or all of a provision to be reimbursed (e.g., under an insurance contract), the reimbursement is recognized as a separate asset only when it is virtually certain. The expense related to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The increase in the provision due to the passage of time is recognized as an interest expense.

- **Contingent Liabilities**

A contingent liability is:

A possible obligation arising from past events, whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the Company's control, or

A present obligation not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

Contingent liabilities also arise in extremely rare cases where a liability cannot be recognized because it cannot be measured reliably. The Company does not recognize contingent liabilities but discloses their existence in the financial statements. the details are as follows

1. GST Department issued Notices for FY 18-19,19-20& 20-21, discrepancies noticed by departments are Rs 23.27Lakhs(for F.Y.18-19 and F.Y.19-20) and Rs 19.73Lakhs(for F.Y.20-21)respectively. the company files representation and submitted various facts and grounds on strength of which no such liability arises on the company. The matter is pending with the authorities and final liability is not decided by the department. In case of any adverse order the company may be contingently liable to that extent.

2. Under Income Tax demand for AY 2018-19, pursuant to order u/s 143(3), demand of Tax and Interest Rs 0.32 Lakhs is outstanding, whereas the above said demand is adjusted by the Income Tax department against the refunds of another year. The company files the representation for removal of demand and in case of any adverse situation the company is contingently liable to that extent.

Summarizing the above as Below:

Particulars	As at 31/03/2025 Rs in Lakhs	As on 31/03/2024 Rs in Lakhs	As on 31/03/2023 Rs in Lakhs
Demand notices issued by GST Department	43.00	19.73	19.73
Demand Order issued by Income Tax Department	0.32	0.32	0.32
<b>Total</b>	<b>43.32</b>	<b>20.05</b>	<b>20.05</b>

- **Contingent Assets**

A contingent asset is:

A possible asset arising from past events, whose existence will be confirmed only by future events not wholly within the control of the entity.

Contingent assets require disclosure only if the realization of income is virtually certain.

Recognition of the asset is not required until it becomes virtually certain.

- **Employee Benefits**

**Defined Contribution Plans (Provident Fund):**

In accordance with Indian law, eligible employees receive benefits from the Provident Fund, a defined contribution plan. Both the employee and employer make monthly contributions to the plan, which is administered by government authorities, each equal to a specific percentage of the employee's basic salary. The Company has no further obligation beyond its monthly contributions. Obligation for contributions to the plan is recognized as an employee benefit expense in the Statement of Profit and Loss when incurred.

Company's Contribution to Recognized Provident Fund is as follows:

FY 2024-25: Rs 9.41 Lakhs

FY 2023-24: Rs 7.61 Lakhs

FY 2022-23: Rs 6.33 Lakhs



Company's Contribution to ESIC is as follows:

FY 2024-25: Rs 3.04 Lakhs

FY 2023-24: Rs 2.70 Lakhs

FY 2022-23: Rs 2.52 Lakhs

Company's Contribution to Employees Pension Scheme is as follows:

FY 2024-25: Rs 15.73 Lakhs

FY 2023-24: Rs 13.71 Lakhs

FY 2022-23: Rs 12.88 Lakhs

**Defined Benefit Plans (Gratuity):**

The Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan), covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement or termination of employment, based on the last drawn salary and years of service with the Company. The Company's net obligation is calculated by estimating the number of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service cost and the fair value of plan assets are deducted. The discount rate used is the yield on risk-free government bonds with maturity dates approximating the term of the Company's obligation. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service cost and the present value of economic benefits available in the form of future refunds from the plan or reductions in future contributions. The Company has taken out a group gratuity cum life insurance policy with Life Insurance Corporation of India for future payment of retirement gratuity of its employees

**i) Reconciliation of net defined benefit obligation**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components as derived from the actuarial report.

**INSPROS ENGINEERS LIMITED**  
**Formerly known as Inspros Engineers Private Limited)**  
**Notes to the Restated Financial Information**

<b>Defined benefit obligation</b>	<b>As at March 31, 2025 (Rs in Lakhs)</b>	<b>As at March 31, 2024 (Rs in Lakhs)</b>	<b>As at March 31, 2023 (Rs in Lakhs)</b>
<b>Balance at the beginning of the year</b>	<b>141.45</b>	<b>127.51</b>	<b>118.00</b>
<b>Current service cost</b>	9.50	7.17	6.29
Interest cost	9.83	9.47	8.49
Benefit pay-outs from plan	(11.68)	(4.21)	(4.05)
Actuarial loss / (gain) arising from:			
- demographic assumptions	-	-	-
- financial assumptions	2.99	2.02	(1.47)
- experience adjustment	1.62	(0.51)	0.10
<b>Balance at the end of the period/year</b>	<b>153.72</b>	<b>141.45</b>	<b>127.51</b>

**ii) Reconciliation of the net defined benefit liability / (asset)**

<b>Particulars</b>	<b>As at March 31, 2025 (Rs In Lakhs)</b>	<b>As at March 31, 2024 (Rs In Lakhs)</b>	<b>As at March 31, 2023 (Rs In Lakhs)</b>
Fair Value of Plan Assets at end of prior year	313.16	295.68	278.01
Employer Contribution	5.33	2.12	3.52
Expected Interest income of assets	22.47	22.24	20.30
Benefits Pay-outs from plan	(11.68)	(4.21)	(4.05)
Actuarial Gain/(Loss)	(1.29)	(2.67)	(2.10)
<b>Fair Value of assets at the end of the period/year</b>	<b>328.00</b>	<b>313.16</b>	<b>295.68</b>

**INSPROS ENGINEERS LIMITED**  
**Formerly known as Inspros Engineers Private Limited)**  
**Notes to the Restated Financial Information**

Particulars	As at March 31, 2025 (Rs in Lakhs)	As at March 31, 2024 (Rs in Lakhs)	As at March 31, 2023 (Rs in Lakhs)
Present value of funded obligation	153.72	141.45	127.51
Less: Fair value of plan assets	328.00	313.16	295.68
Present value of unfunded obligation	-	-	-
<b>Net defined benefit liability / (asset)</b>	<b>-174.28</b>	<b>-171.71</b>	<b>-168.17</b>

**iii) Amounts recognized in the statement of profit and loss**

Particulars	As at March 31, 2025 (Rs in Lakhs)	As at March 31, 2024 (Rs in Lakhs)	As at March 31, 2023 (Rs in Lakhs)
Current service cost	9.50	7.17	6.29
Interest Expense on DBO	9.83	9.47	8.49
Interest (Income on Plan Asset)	-22.47	-22.24	-20.30
Immediate Recognition of (Gain)/Losses - Other Long-Term Benefits	-	-	-
<b>Expenses recognized in the statement of profit or loss</b>	<b>-3.14</b>	<b>-5.61</b>	<b>-5.53</b>

No liability required to be recognized in Profit and Loss Account since all the figures represented above are in gain hence no expenses required to be recognized

vi) Bifurcation of Present Value of Obligation at the end of the year

Particulars	As at March 31, 2025 (Rs in Lakhs)	As at March 31, 2024 (Rs in Lakhs)	As at March 31, 2023 (Rs in Lakhs)
Total Liability	153.72	141.45	127.51
	<b>153.72</b>	<b>141.45</b>	<b>127.51</b>

vii) Sensitivity analysis\*

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Discount rate	6.78%	7.25%	7.55%
Attrition rate	10.00%	10.00%	10.00%
Mortality rate	NA	NA	NA

\*Sensitivity analysis involves reporting how changes in key variables affect a holding company's financial performance. It enhances transparency and risk assessment.

**Note: Gratuity** in the **Notes to Accounts** forms part of the disclosures required under **Ind AS 19 – Employee Benefits**, and the auditor's role is to ensure these disclosures are **true and fair, compliant, and based on actuarial valuation**. Since the Company has an active LIC funded plan and the effect of which is recognized in Profit & Loss Account and Balance Sheet during the Comparative Years, no such Additional effect has been provided to reverse the liability as per Actuarial valuation. No material misstatements were noted in the computation and presentation of the gratuity liability.

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**Notes to the Restated Financial Information**

Particulars	2024-25		2023-24		2022-23	
	(in Rs)		(in Rs)		(in Rs)	
Policy No.	301000268	301003272	301000268	301003272	301000268	301003272
ARD	01-09-2024	01-09-2024	01-09-2023	01-09-2023	01-09-2022	01-09-2022
Number of Members	72	46	79	18	87	11
Average Age	48.17	33.15	46.78	33.78	44.98	32.27
Average Monthly Salary	15506.62	13240.56	14500.32	12164.77	13986.21	11129.63
Average Past Services	20.03	1.85	18.428	2.78	16.64	3.64
Valuation Method	PUC Method	PUC Method	PUC Method	PUC Method	PUC Method	PUC Method
Mortality Rate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate	LIC (2006-08) ULTIMATE	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
Withdrawal Rate	1% to 3% (Depending on age)	1% to 3% (Depending on age)	1% to 3% (Depending on age)	1 % TO 3% (Depending on age)	1% to 3% (Depending on age)	1% to 3% (Depending on age)
Discount Rate	7% P.A	7.25 % P.A	7% P.A	7.25 % P.A	7% P.A	7% P.A
Salary Escalation	8%	8%	8%	8%	8%	7%
PV of Past Service Benefit	14781199	651700	14302124	362214	14172118	244590
Current Service Cost	667119	382420	689738	137958	756769	67656
Total Service Gratuity	20478750	9526696	20943686	3539797	22097156	2177343
Accrued Gratuity	14185981	577369	13655714	316549	13203152	249102
LCSA	6292769	8949327	7287972	3223248	8894004	1928241

The payment made to LIC for Gratuity Scheme year wise as follows:

Paid during FY 22-23	Rs 3.56 Lakhs
Paid during FY 23-24	Rs 2.19 Lakhs
Paid during FY 24-25	Rs 5.52 Lakhs

**Short-Term Benefits:**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

- **Segment Reporting**

The Company primarily operates in the manufacturing of products of all kinds metallic, non-metallic and electrical insulation materials. The board of directors of the Company evaluate the Company's performance, allocate resources based on the analysis of the various performance indicators of the company as a single unit. Therefore, there is no reportable segment for the company as per the requirement of Ind AS 108 "Operating Segments". However, Geographical locations: The geographical segments have been considered for disclosure as the secondary segment, under-which the domestic segment includes sales to customers located in India and overseas segment includes sales to customer located outside India

- **Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equities shares outstanding during the period. The weighted average number of equity shares outstanding is adjusted for events including a bonus issue. There are no potential equity shares; hence, diluted earnings per share is the same as basic earnings per share

- **Cash Dividend Distribution to Equity Holders**

The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

- **Government Grants and Subsidies**

Government grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

**Expense-Related Grants:** When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods in which the related costs, for which it is intended to compensate, are expensed.

**Asset-Related Grants:** When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

**FIXED ASSETS CHART AS ON 31ST MARCH 2025**

**Notes forming part of Balance Sheet as on 31st March 2025**

**NOTE - 6 PROPERTY PLANT AND EQUIPMENT**

	LAND	BUILDING	PLANT AND MACHINERY	FURNITURE AND FIXTURE	VEHICLES	OFFICE EQUIPMENTS	COMPUTER AND ACCESSORIES	TOTAL
PARTICULARS	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>GROSS CARRYING AMOUNT</b>								
<b>AS AT 1-04-2022</b>	137.56	746.94	1,416.21	51.07	99.91	24.36	136.53	2,612.57
ADDITIONS	-	35.38	216.27	2.16	0.85	0.32	2.67	257.64
DISPOSAL / ADJUSTMENTS	20.50	-	70.11	-	0.72	4.06	45.37	140.76
<b>AS AT 31-03-2023</b>	117.06	782.31	1,562.37	53.23	100.03	20.62	93.83	2,729.46
ADDITIONS	-	35.33	408.46	7.48	-	1.12	3.53	455.92
DISPOSAL / ADJUSTMENTS	-	-	78.79	-	-	-	23.69	102.48
<b>AS AT 31-03-2024</b>	117.06	817.64	1,892.04	60.71	100.03	21.74	73.68	3,082.90
ADDITIONS	-	-	536.86	4.22	137.80	3.00	11.92	693.79
DISPOSAL / ADJUSTMENTS	-	-	82.70	-	13.94	-	-	96.64
<b>AS AT 31-03-2025</b>	117.06	817.64	2,346.19	64.93	223.89	24.74	85.59	3,680.05
<b>ACCUMULATED DEPRECIATION</b>								
<b>AS AT 1-04-2022</b>	-	357.32	798.12	33.36	78.54	17.25	123.45	1,408.03
DEPRECIATION EXPENSES	-	37.83	122.22	4.40	6.69	1.86	3.44	176.44
DEDUCTIONS/ ADJUSTMENTS	-	-	60.31	-	0.46	3.27	40.35	104.39
<b>AS AT 31-03-2023</b>	-	395.14	860.02	37.76	84.78	15.84	86.54	1,480.08
DEPRECIATION EXPENSES	-	37.88	153.88	4.99	4.62	1.47	3.28	206.12
DEDUCTIONS/ ADJUSTMENTS	-	-	67.65	-	-	-	22.37	90.02
<b>AS AT 31-03-2024</b>	-	433.03	946.26	42.75	89.39	17.31	67.45	1,596.19
DEPRECIATION EXPENSES	-	36.51	195.11	5.04	4.83	1.65	6.07	249.22
DEDUCTIONS/ ADJUSTMENTS	-	-	64.89	-	12.70	0.28	-	77.88
<b>AS AT 31-03-2025</b>	-	469.54	1,076.47	47.80	81.52	18.68	73.52	1,767.53
<b>NET CARRYING AMOUNT</b>								
<b>AS AT 31-03-2022</b>	137.56	389.62	618.10	17.71	21.37	7.11	13.08	1,204.54
<b>AS AT 31-03-2023</b>	117.06	387.17	702.35	15.46	15.26	4.78	7.29	1,249.37
<b>AS AT 31-03-2024</b>	117.06	384.62	945.78	17.95	10.64	4.43	6.23	1,486.71
<b>AS AT 31-03-2025</b>	117.06	348.11	1,269.72	17.13	142.36	6.06	12.08	1,912.52



**INSPROS ENGINEERS LIMITED**  
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**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

**Note 7 INVESTMENTS**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Investment in Mutual Fund & Bonds	-	-	50.00
Investment in Rural Electrification Corpn.Ltd	40.00	40.00	40.00
Investment in Elan Aventure Ltd	-	240.25	208.89
Investment in Emaar Business	-	140.42	-
Investment in Sweta Estate Private Limited	-	297.63	257.63
Fixed & Term Deposits	0.78	0.78	0.78
<b>Total</b>	<b>40.78</b>	<b>719.08</b>	<b>557.31</b>

**Note 8 LONG TERM LOANS AND ADVANCES**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>Loan &amp; Advances to be received</b>			
Inter Corporate Loans (Omaxe Limited)	461.93	466.56	466.56
Inter Corporate Loans Engsol Technology Private Limited	93.75	125.00	100.00
<b>Total</b>	<b>555.68</b>	<b>591.56</b>	<b>566.56</b>

**Note 9 OTHER NON CURRENT ASSETS**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Investment in CPEC Ltd. -Deposit	-	-	12.50
Deposit With Bharti Telenet Ltd	-	-	0.02
LPG Connection (Security Deposit)	-	-	0.05
SD with M.P.A.K.V.N Bhopal	0.05	0.05	0.05
SD with M.P.I.D Ltd	0.19	0.19	-
SD with M.P.E.B Bhopal & Mandideep	8.27	8.24	5.76
SD with Telecom Department	-	-	0.10
Security Deposit ( M.P AKVN)	0.16	0.16	0.16
Other Security Deposit	7.99	3.00	3.96
SD with Sales Tax Department	0.40	0.40	0.41
Sec. Deposit (CDSL&NSDL)	1.80	-	-
Share Issue Expenses	27.71	-	-
<b>Total</b>	<b>46.57</b>	<b>12.04</b>	<b>22.99</b>

**Note 10 INVENTORIES**  
(At lower of cost and net realizable value)

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Raw Materials	953.48	958.81	716.88
Packing Materials	22.71	17.95	11.93
Work In Progress	128.16	152.89	44.18
Finished Goods	81.57	4.04	3.58
Stores And Spare Parts	183.10	134.26	102.91
<b>Total</b>	<b>1,369.02</b>	<b>1,267.95</b>	<b>879.47</b>

**Note 11 TRADE RECEIVABLES**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Trade Receivables : Unsecured and Considered Good	3,149.97	1,731.66	1,328.81
Less: Allowance for Expected Credit Loss	-	-	-
<b>Total</b>	<b>3,149.97</b>	<b>1,731.66</b>	<b>1,328.81</b>

**Note: Ageing Analysis of the Trade Receivables**

For the period ending 31st March 2025		Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Allowance for expected credit loss	Total
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
1) Undisputed- Considered Good	2,354.09	774.90	20.98	-	-	-	-	3,149.97
2) Undisputed- Which have significant increase in credit risk	-	-	-	-	-	-	-	-
3) Undisputed- Credit Impaired	-	-	-	-	-	-	-	-
1) Disputed- Considered Good	-	-	-	-	-	-	-	-
2) Disputed- Which have significant increase in credit risk	-	-	-	-	-	-	-	-
3) Disputed- Credit Impaired	-	-	-	-	-	-	-	-

For the period ending 31st March 2024		Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Allowance for expected credit loss	Total
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
1) Undisputed- Considered Good	1,381.63	339.97	-	-	10.06	-	-	1,731.66
2) Undisputed- Which have significant increase in credit risk	-	-	-	-	-	-	-	-
3) Undisputed- Credit Impaired	-	-	-	-	-	-	-	-
1) Disputed- Considered Good	-	-	-	-	-	-	-	-
2) Disputed- Which have significant increase in credit risk	-	-	-	-	-	-	-	-
3) Disputed- Credit Impaired	-	-	-	-	-	-	-	-

For the period ending 31st March 2023		Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Allowance for expected credit loss	Total
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
1) Undisputed- Considered Good	1,046.59	271.32	-	10.06	-	0.84	-	1,328.81
2) Undisputed- Which have significant increase in credit risk	-	-	-	-	-	-	-	-
3) Undisputed- Credit Impaired	-	-	-	-	-	-	-	-
1) Disputed- Considered Good	-	-	-	-	-	-	-	-
2) Disputed- Which have significant increase in credit risk	-	-	-	-	-	-	-	-
3) Disputed- Credit Impaired	-	-	-	-	-	-	-	-

**Note 12 CASH AND CASH EQUIVALENTS**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>Cash in Hand</b>	0.73	1.51	2.09
<b>Balance with Bank :</b>			
Citi Bank	0.01	0.01	0.01
<b>Current Deposit Account</b>			
with SBI CD, Mandideep	-	-	0.53
with HDFC Bank (AC No. 05625)	0.30	1.49	1.92
with HDFC ( USD)	36.43	27.09	3.83
with HDFC (EUR)	9.99	-	-
with HDFC Bank (CD- 0071)	15.67	22.31	29.38
with INDUSIND (CA 2409)	19.94	34.87	14.93
with INDUSIND (USD)	6.90	-	17.92
with INDUSIND (EURO)	2.43	7.68	-
with HDFC Bank (AC No. 01792)	1.85	-	-
<b>Total</b>	<b>94.25</b>	<b>94.96</b>	<b>70.61</b>

**Note 13 SHORT TERM LOANS AND ADVANCES**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>Advance Receivable In Cash or in Kind or Value to be received</b>			
Advances to Staff against Salary	0.09	1.08	1.79
Advances to Suppliers	22.84	60.06	73.01
Advance To Travelling Expenses	0.14	0.14	-
Inspros Engineers Gratuity Trust	0.10	0.24	0.24
Other Advances	4.95	-	-
<b>Total</b>	<b>28.12</b>	<b>61.52</b>	<b>75.05</b>

**Note 14 OTHER CURRENT ASSETS**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Advance Income Tax (Current Year)	509.80	328.48	289.71
Interest Accrued On FDR	0.56	0.42	0.31
Interest Receivable	-	-	1.05
TCS Receivables	1.33	0.00	0.00
TDS Receivables	14.97	12.26	4.56
GST	123.19	222.80	58.84
Other Advances	0.05	0.22	(0.08)
<b>Total</b>	<b>649.89</b>	<b>564.19</b>	<b>354.39</b>

**Note 14.A. ASSETS CLASSIFIED AS HELD FOR SALE**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Tulip Infratech	105.00	-	-
<b>Total</b>	<b>105.00</b>	<b>-</b>	<b>-</b>

During the year ended 31st March 2025, the Company made Investments in Immovable Property of Tulip Infratech with a view to have commercial space in metro city, but due to delay in acquisition the Management has plan to sell the Property in the near Future which fulfils the criteria set out in Ind AS 105, hence it is shown under Non Current Assets held for Sale. Accordingly, the assets have been classified as held for sale and are presented separately in the balance sheet

**INSPROS ENGINEERS LIMITED**  
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**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

**Note -15. SHARE CAPITAL**

Particulars	Figures as at 31/03/2025		Figures as at 31/03/2024		Figures as at 31/03/2023	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
<b>(a) Authorized</b> 25000000 Equity shares of Rs.10/- each	2,50,00,000.00	2,500.00	10,000.00	10.00	10,000.00	10.00
<b>(b) Issued, Subscribed and Paid up</b> 16598340 Equity shares of Rs.10 each as at 31.03.2025 9999 Equity Shares of Rs 100 Each as at 31.03.2024, 31.03.2023 (During the Year 2024-25, 9999 of Rs 100 Each were splitted into 99990 Shares of Rs 10 Each and 16498350 Shares Are Allotted As fully paid Up by way of Bonus & 161000 Shares has been Alloted as Preferencial Issue of Shares as on 14 October 2024 )	1,67,59,340.00	1,675.93	9,999.00	9.999	9,999.00	9.999
<b>Total</b>	<b>1,67,59,340.00</b>	<b>1,675.93</b>	<b>9,999.00</b>	<b>9.999</b>	<b>9,999.000</b>	<b>9.999</b>

**b) Rights, preferences and restrictions attached to equity shares**

The Holding Compnay has one class of equity shares having par value of Rs.10 per share (September 30, 2024: Rs.10 per share).Accordingly , all equity shares rank equally with regard to dividends and share in the Holding Company's residual assets. Each shareholder is eligible to one vote per share held. The equity shareholders are entitled to receive dividend as declared from time to time.

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shares held by Promoters				
Name of Shareholders	No. of Shares	%	Value/Share	Rs. in Lakhs
Shri Vipin Mullick	92,11,257	54.96%	10	921.13
Smt Anandita Mullick	34,01,125	20.29%	10	340.11
Smt Janak Dulari Mullick	14,93,298	8.91%	10	149.33
Shri Divij Mullick	8,31,660	4.96%	10	83.17
<b>TOTAL</b>	<b>1,49,37,340</b>	<b>89%</b>		<b>1,493.73</b>

**NOTE 15A. SHARES HELD BY PROMOTORS - Changes during the period**

Figures as at 31/03/2025			
Promoter's Name	No of shares	% of total shares	% Change during the year
Shri Vipin Mullick	92,11,257	54.96%	4%
Smt Anandita Mullick	34,01,125	20.29%	3%
Smt Janak Dulari Mullick	14,93,298	8.91%	9%
Shri Divij Mullick	8,31,660	4.96%	0%

Figures as at 31/03/2024			
Promoter's Name	No of shares	% of total shares	% Change during the year
Shri Vipin Mullick	5,049	50.50%	0%
Smt Anandita Mullick	1,694	16.94%	0%
Smt Janak Dulari Mullick	1,755	17.55%	0%
Shri Divij Mullick	501	5.01%	0%

Figures as at 31/03/2023			
Promoter's Name	No of shares	% of total shares	% Change during the year
Shri Vipin Mullick	5,049	50.50%	0%
Smt Anandita Mullick	1,694	16.94%	0%
Smt Janak Dulari Mullick	1,755	17.55%	0%
Shri Divij Mullick	501	5.01%	0%

**NOTE- 15B. STATEMENTS OF CHANGES IN EQUITY**

Figures as at 31/03/2025				
Balance at the beginning of the current reporting period Rs. in Lakhs	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period Rs. in Lakhs
9.999	-	-	1,665.94	1,675.94

Figures as at 31/03/2024				
Balance at the beginning of the current reporting period Rs. in Lakhs	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period Rs. in Lakhs
9.999	-	-	-	9.999

Figures as at 31/03/2023				
Balance at the beginning of the current reporting period Rs. in Lakhs	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period Rs. in Lakhs
9.999	-	-	-	9.999

**Nature and purpose of reserves:**

**Retained earnings**

Retained earnings are profit/loss that the Company has earned till date less transfer to other reserve, dividend or other distribution or transaction with shareholder.

During the first-time adoption of Ind AS, Ind AS 101 allows certain adjustments. According to Ind AS 101, any difference arising due to fair valuation of assets at the time of transition is adjusted against retained earnings.

**Other items of other comprehensive income**

Other items of other comprehensive income consist of re-measurement of net defined benefit liability.

**Capital reserve**

Capital reserve represents the accumulated excess of the fair value of net assets acquired under acquisition over the aggregate consideration transferred.

**General reserve**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

**Foreign currency translation reserve**

The exchange differences arising on translation of foreign operations for consolidation are recognised Foreign currency translation reserve in other comprehensive income. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in statement of profit and loss.

**Securities Premium Reserve**

The securities premium reserve is used to record the premium received on the issue of shares. This reserve can be utilized only for limited purposes, such as the issuance of bonus shares, in accordance with the provisions of the Companies Act, 2013.

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**Note 16 Other Equity**

Particulars	Reserves & Surplus				Securities Premium Reserve	Total
	Capital Reserve	Investment Allowance Reserve	Investment Utilization Reserve	Retained Earnings		
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>Balance as at 1st April 2022</b>	<b>34.99</b>	<b>1.11</b>	<b>0.64</b>	<b>3,514.16</b>	-	<b>3,550.90</b>
Add: Restated Profit during the year	-	-	-	936.87	-	936.87
Add: Subsidies Received During the Year	43.72	-	-	-	-	43.72
Less: Self Assessment Tax (earlier year)	-	-	-	15.44	-	15.44
Less : Interim Dividend	-	-	-	74.99	-	74.99
Less: TDS & Advance Tax (Earlier year)(Net)	-	-	-	166.50	-	166.50
Add: Refund of income tax	-	-	-	5.34	-	5.34
Add::Provision for Income Tax (Previous year)	-	-	-	179.51	-	179.51
<b>Balance as at 31st March 2023</b>	<b>78.71</b>	<b>1.11</b>	<b>0.64</b>	<b>4,378.95</b>	-	<b>4,459.41</b>
Add: Restated Profit during the year	-	-	-	1,048.84	-	1,048.84
Add: Subsidies Received During the Year	20.72	-	-	-	-	20.72
Less: Self Assessment Tax (earlier year)	-	-	-	2.01	-	2.01
Less : Interim Dividend	-	-	-	74.99	-	74.99
Less: TDS & Advance Tax (Earlier year)(Net)	-	-	-	294.27	-	294.27
Add: Refund of income tax	-	-	-	-	-	-
Add::Provision for Income Tax (Previous year)	-	-	-	294.83	-	294.83
<b>Balance as at 31st March 2024</b>	<b>99.43</b>	<b>1.11</b>	<b>0.64</b>	<b>5,351.36</b>	-	<b>5,452.54</b>
Add: Restated Profit during the year	-	-	-	1,597.18	-	1,597.18
Add: Subsidies Received During the Year	66.72	-	-	-	-	66.72
Less: Issue of 16498350 Bonus Shares out of Reserves	-	-	-	1,649.84	-	1,649.84
Less: Self Assessment Tax (earlier year)	-	-	-	20.44	-	20.44
Less : Interim Dividend	-	-	-	83.80	-	83.80
Less: TDS & Advance Tax (Earlier year)(Net)	-	-	-	340.74	-	340.74
Add: Refund of income tax	-	-	-	-	-	-
Add::Provision for Income Tax (Previous year)	-	-	-	361.46	-	361.46
Add: Securities Premium Reserve	-	-	-	-	128.80	128.80
<b>Balance as at 31st March 2025</b>	<b>166.15</b>	<b>1.11</b>	<b>0.64</b>	<b>5,215.17</b>	<b>128.80</b>	<b>5,511.87</b>

**Note 17 LONG TERM BORROWINGS**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>(A) Secured</b>			
<b>Term Loan</b>			
From Banks	52.27	138.20	18.21
From Financial Institutions	95.96	-	-
<b>(B) Unsecured</b>	-	160.80	76.30
<b>Total Borrowings</b>	<b>148.23</b>	<b>299.00</b>	<b>94.51</b>

**Secured Loan are Covered as Follows :**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>1) Term Loan From SIDBI</b>	-	-	18.21
<b>Less : Current Maturities of Long Term Debt</b>	-	-	-
Rate of Interest : 7.86 % Per Annum			
Repayment : 60 Monthly Installments			
Security Details : secured against Hypothecation of Plant and machinery, books Debts and Inventory of the company			
<b>(A)</b>	-	-	18.21
<b>2) Term Loan From HDFC Bank</b>	138.43	238.14	-
<b>Less : Current Maturities of Long Term Debt</b>	(109.57)	(99.94)	-
Rate of Interest : 9% Per Annum			
Repayment : 36 Monthly Installments From 1st Disbursement			
Security Details : Personally Guaranteed by Directors Vipin Mullick & Anandita Mullick			
<b>(B)</b>	28.86	138.20	-
<b>3) Vehicle Loan From HDFC Bank</b>	32.8	-	-
<b>Less : Current Maturities of Long Term Debt</b>	(9.39)	-	-
Rate of Interest : 8.89% Per Annum			
Repayment : 39 Monthly Installments from 1st Disbursement			
Security Details : Personally Guaranteed by Directors Vipin Mullick & Anandita Mullick			
<b>(C)</b>	23.41	-	-
<b>Total Loan From Banks (A)+(B)+(C)</b>	<b>52.27</b>	<b>138.20</b>	<b>18.21</b>
<b>2) Mercedes Benz Financial Services</b>	106.53	-	-
<b>Less : Current Maturities of Long Term Debt</b>	(10.57)	-	-
Rate of Interest : 9.75% Per Annum			
Repayment : 36 Monthly Instalments from 1st disbursement			
Security Details : Personally Guaranteed by Directors Vipin Mullick & Anandita Mullick			
<b>(D)</b>	95.96	-	-
<b>Total Loan From Financial Institutions (D)</b>	<b>95.96</b>	<b>-</b>	<b>-</b>
<b>Total Secured Loan (A)+(B)+(C)+(D)</b>	<b>148.23</b>	<b>138.20</b>	<b>18.21</b>



**Details of Secured Loans :**

<b><u>PARTICULARS</u></b>	<b><u>Term loan From HDFC bank</u></b>
Guarantors	Personally Guaranteed by Directors Vipin Mullick and Anandita Mullick
Tenor	Repayable by way of 36 monthly instalments from the 1st disbursement
Primary security	<u>Factory land and building:</u> a ) One Industrial lease hold plot no. 126-A INDUSTRIAL AREA PHASE 2, MANDIDEEP TEHSIL, GOHARGANJ DIST-RAISEN 462046 b ) One Industrial lease hold plot no. 125-A INDUSTRIAL AREA PHASE 2, MANDIDEEP TEHSIL, GOHARGANJ DIST-RAISEN 462046
Secondary security	<u>Current assets:</u> Hypothecation charge on all the present & future raw material, finished good, goods
Rate of interest	9% per annum
Margin	25%-Plant and Machinery, 50% of Stock, 50% of Debtors
Interest Payment Frequency	Interest Shall be payable at Monthly rests. Interest Shall be payable on the first day of the Subsequent

<b><u>PARTICULARS</u></b>	<b><u>Term loan From SIDBI Bank</u></b>
Guarantors	Personally Guaranteed by Directors Vipin Mullick and Anandita Mullick
Tenor	The Loan Shall be repaid by the borrower to the SIDBI in 60 Monthly Instalments.
Primary security	First Charge By way of Hypothetical in favour of SIDBI of the plant, machinery, equipment, tools, spares, accessories and all other asset of the Borrower which have been or proposed to be acquired under the project/scheme. The value of the security is Rs.136 Lakhs.
Collateral security	Extension of first charge by way of mortgage in favour of SIDBI of factory land and building at Plot NO- E-
Rate of interest	7.86 % per annum
Margin	As Per Agreement.
Interest Payment Frequency	Interest Shall be payable at Monthly rests.

<b><u>PARTICULARS</u></b>	<b><u>Vehicle Loan from BMW Financial Services</u></b>
Guarantors	Personally Guaranteed by Directors Vipin Mullick and Anandita Mullick
Tenor	Repayable by way of 48 monthly instalments from the 1st disbursement
Rate of interest	9.75% per annum
Late Payment Charges	24% per annum on unpaid EMI
Asset Verification Charges	2000.00
Swapping Charges	500/- per swap
Bounce Payment Charges	750/- per occurrence

<b><u>PARTICULARS</u></b>	<b><u>Vehicle Loan from HDFC Bank</u></b>
Guarantors	Personally Guaranteed by Directors Vipin Mullick and Anandita Mullick
Tenor	Repayable by way of 39 monthly instalments from the 1st disbursement
Name of Financier	HDFC BANK LTD
Rate of interest	8.89% per annum
Interest Rate Type	Fixed
Interest Payment Frequency	Interest Shall be payable at Monthly rests.

<b><u>PARTICULARS</u></b>	<b><u>Vehicle Loan from Mercedes Benz Financial Services</u></b>
Guarantors	Personally Guaranteed by Directors Vipin Mullick and Anandita Mullick
Tenor	Repayable by way of 36 monthly instalments from the 1st disbursement
Name of Financier	Mercedes Benz Financial Services
Rate of interest	9.75% per annum
Interest Rate Type	Fixed
Interest Payment Frequency	Interest Shall be payable at Monthly rests.

**Unsecured Loans are Covered as Follows :**

Particulars	Figures as at 31/03/2025 Rs. in Lakhs	Figures as at 31/03/2024 Rs. in Lakhs	Figures as at 31/03/2023 Rs. in Lakhs
<b>(B) UNSECURED LOANS</b>			
<b><u>Loan from Director &amp; Relatives</u></b>			
<b>(Repayable on Demand)</b>			
Shri Vipin Mullick	-	40.00	-
Smt. Anandita Mullick	-	9.00	7.00
Smt J.D. Mullick	-	77.00	50.50
Miss Manya Mullick	-	16.00	13.00
Shri Divij Mullick	-	17.00	4.00
Vipin Mullick (HUF)	-	1.80	1.80
<b>Total Unsecured Loans</b>	<b>-</b>	<b>160.80</b>	<b>76.30</b>

**Note 18 SHORT TERM BORROWINGS**

Particulars	Figures as at 31/03/2025 Rs. in Lakhs	Figures as at 31/03/2024 Rs. in Lakhs	Figures as at 31/03/2023 Rs. in Lakhs
Current Maturities of Long Term Debt	109.57	99.94	-
Current Maturities of Vehicle Loan HDFC Bank	9.39	-	-
Current Maturities of Vehicle Loan	10.57	-	-
<b>Total</b>	<b>129.53</b>	<b>99.94</b>	<b>-</b>

**Note 19 DEFERRED TAX LIABILITIES**

Particulars	Figures as at 31/03/2025 Rs. in Lakhs	Figures as at 31/03/2024 Rs. in Lakhs	Figures as at 31/03/2023 Rs. in Lakhs
Opening Balance	16.80	17.22	23.07
Add: Recognition due to First Time Adoption of Ind AS	-	-	-
Add/Less: Recognition or Reversal During the year	17.71	(0.41)	(5.86)
<b>Total</b>	<b>34.52</b>	<b>16.80</b>	<b>17.22</b>

**Note 20 TRADE PAYABLES**

Particulars	Figures as at 31/03/2025 Rs. in Lakhs	Figures as at 31/03/2024 Rs. in Lakhs	Figures as at 31/03/2023 Rs. in Lakhs
Trade Payables dues of Micro and Small Enterprises	-	-	-
Trade Payables (Other than dues of Micro and Small Enterprises)	139.13	125.65	60.27
<b>Total</b>	<b>139.13</b>	<b>125.65</b>	<b>60.27</b>

**Note: Ageing Analysis of the Trade Payables**

For the period ending 31st March 2025	Outstanding for following periods from due date of payment					
Particulars	Not Due Rs. in Lakhs	Less than 1 Year months Rs. in Lakhs	1-2 Years Rs. in Lakhs	2-3 Years Rs. in Lakhs	More than 3 Years Rs. in Lakhs	Total Rs. in Lakhs
MSME	-	-	-	-	-	-
Others	51.45	73.48	-	-	-	124.93
Dispute dues-MSME	-	-	-	-	-	-
Dispute dues	-	-	-	-	14.20	14.20
<b>Total</b>	<b>51.45</b>	<b>73.48</b>	<b>-</b>	<b>-</b>	<b>14.20</b>	<b>139.13</b>

For the period ending 31st March 2024	Outstanding for following periods from due date of payment					
Particulars	Not Due Rs. in Lakhs	Less than 1 Year months Rs. in Lakhs	1-2 Years Rs. in Lakhs	2-3 Years Rs. in Lakhs	More than 3 Years Rs. in Lakhs	Total Rs. in Lakhs
MSME	-	-	-	-	-	-
Others	68.26	43.19	-	-	-	111.45
Dispute dues-MSME	-	-	-	-	-	-
Dispute dues	-	-	-	-	14.20	14.20
<b>Total</b>	<b>68.26</b>	<b>43.19</b>	<b>-</b>	<b>-</b>	<b>14.20</b>	<b>125.65</b>

For the period ending 31st March 2023	Outstanding for following periods from due date of payment					
Particulars	Not Due Rs. in Lakhs	Less than 1 Year months Rs. in Lakhs	1-2 Years Rs. in Lakhs	2-3 Years Rs. in Lakhs	More than 3 Years Rs. in Lakhs	Total Rs. in Lakhs
MSME	-	-	-	-	-	-
Others	16.42	29.22	0.09	-	0.34	46.07
Dispute dues-MSME	-	-	-	-	-	-
Dispute dues	-	-	-	-	14.20	14.20
<b>Total</b>	<b>16.42</b>	<b>29.22</b>	<b>0.09</b>	<b>-</b>	<b>14.54</b>	<b>60.27</b>

**Note:**

**Disclosures as required under Section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 due to Micro, Small and Medium Enterprises:**

As per the information and confirmation received from the Company there were no outstanding towards Micro or Small enterprise which is registered under the provisions of the Micro, Small and Medium Enterprise Development Act 2006, hence amount due and interest payable is NIL.

**Note 21 OTHER CURRENT LIABILITIES**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Sundry Creditors For Expenses & Others	109.57	58.73	46.90
Advance Received from Customer	31.96	25.69	53.37
Security Deposit Retention Money	9.59	2.08	0.39
Credit Card Payable	1.13	-	0.63
<b>Total</b>	<b>152.25</b>	<b>86.50</b>	<b>101.30</b>

**Note 22 SHORT TERM PROVISIONS**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
<b>(a) Provision for employee benefits</b>			
Salary Payable	54.09	38.81	29.81
Gratuity Payable	-	0.28	0.28
PF Payable	4.31	4.16	3.21
ESIC Payable	0.28	0.33	0.22
<b>(b) Provision - for TAX</b>			
TDS Payable	22.20	2.63	2.10
TCS Payable	0.64	0.00	-
<b>(c) Provision - Others</b>			
Other Payables	37.30	30.57	15.41
Audit Fees Payable -	1.00	1.00	1.00
Directors Perks Payable	0.08	-	-
Provision For Bonus & Ex-Gratia Payable	23.51	-	15.00
<b>Total</b>	<b>143.42</b>	<b>77.78</b>	<b>67.03</b>

**Note 22.A. Current Tax Liabilities**

Particulars	Figures as at 31/03/2025	Figures as at 31/03/2024	Figures as at 31/03/2023
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Provision for Income Tax	554.09	361.46	294.83
<b>Total</b>	<b>554.09</b>	<b>361.46</b>	<b>294.83</b>

**Note 23 REVENUE FROM OPERATIONS**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
-Domestic Sales	3,140.23	2,920.86	2,815.22
-Export Sales	5,986.30	3,211.00	2,250.56
<b>Total</b>	<b>9,126.53</b>	<b>6,131.87</b>	<b>5,065.78</b>
<b>Segment wise Revenue Breakup for products used in</b>			
A-Railway Mobility Vehicles	4,456.04	3,351.82	2,807.74
B-Power Grid Equipments	2,831.99	1,906.91	2,140.23
C-Electric Vehicle components	1,592.22	825.04	26.31
D-Other Misc.	246.29	48.10	91.50
	<b>9,126.53</b>	<b>6,131.87</b>	<b>5,065.78</b>
<b>Total - Revenue From Operations</b>	<b>9,126.53</b>	<b>6,131.87</b>	<b>5,065.78</b>

**Note 24 OTHER INCOME**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
Sales of Scrap	54.62	32.29	20.31
Interest Received	51.38	60.94	12.48
Sale of MEIS Script	9.64	8.39	32.85
Export Incentives	67.28	28.35	14.78
Gain on Mutual fund	2.76	3.38	7.87
Net Gain / (Loss) on Foreign Exchange Transactions	60.10	26.37	79.67
Misc Income	-	0.07	-
VAT Refund Previous Year	-	1.22	-
Entry Tax Refund Previous Year	-	4.32	-
Gain on Sale of Investments	37.99	22.03	-
Gain on sale of property, plant & equipment	2.33	0.19	53.37
<b>Total</b>	<b>286.11</b>	<b>187.56</b>	<b>221.33</b>

**Note 25 COST OF MATERIALS CONSUMED**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
Opening Stock	1,111.02	831.72	654.71
Add: Purchases during the period/year	4,329.82	2,984.62	2,277.73
Less: Closing Stock	1,159.30	1,111.02	831.72
<b>Cost of material consumed</b>	<b>4,281.54</b>	<b>2,705.31</b>	<b>2,100.72</b>

**Note 26 CHANGE IN INVENTORIES**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
Inventories at the beginning of the year:	156.93	47.76	109.85
Inventories at the end of the year:	209.73	156.93	47.76
<b>Net (increase) / decrease</b>	<b>(52.79)</b>	<b>(109.18)</b>	<b>62.09</b>

**Note 27 EMPLOYEE BENEFIT EXPENSES**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
Salaries, Wages & Bonus	902.48	685.53	618.82
Contributions to provident and other funds	29.24	24.91	22.53
Gratuity(LIC)	5.53	2.19	3.56
Staff welfare expenses	44.25	33.15	28.91
<b>Total</b>	<b>981.50</b>	<b>745.78</b>	<b>673.82</b>

**Note 28 FINANCE COST**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
Bank Interest	17.60	24.71	4.59
Other bank Charges & commission	8.53	6.95	3.05
Interest paid to Others	43.24	16.83	11.29
<b>Total</b>	<b>69.37</b>	<b>48.49</b>	<b>18.93</b>

**NOTE 29 DEPRECIATION AND AMORTIZATION EXPENSES**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
Depreciation	249.22	206.12	176.44
<b>Total</b>	<b>249.22</b>	<b>206.12</b>	<b>176.44</b>

**NOTE 30 ESTABLISHMENT & OTHER EXPENSES**

Particulars	Year ended 31st March 2025 Rs. in Lakhs	Year ended 31st March 2024 Rs. in Lakhs	Year ended 31st March 2023 Rs. in Lakhs
<b>(A) MANUFACTURING EXPENSES</b>			
Duties & Taxes	31.99	29.05	67.91
Freight Inward	84.73	65.86	59.28
Repairs Plant & Machinery & Building Maintenance	57.22	69.34	99.62
Job Work Charges	442.31	313.29	120.49
Labour Charges	375.13	267.82	220.07
Water & Miscellaneous Workshop (consumables)	9.52	7.80	4.23
Calibration & Testing Charges	12.53	20.17	13.04
Power Charges	74.87	58.21	48.78
Fuel Charges	0.46	0.56	0.33
<b>Total</b>	<b>1,088.75</b>	<b>832.11</b>	<b>633.74</b>
<b>(B) ESTABLISHMENT, SELLING &amp; OTHER EXPENSES</b>			
Legal and Professional expenses	81.42	39.08	21.99
Corporate Social Responsibility expenses	32.17	24.56	2.25
Insurance, other Administrative Fees & Expenses	196.43	170.46	155.11
Lease Rent	0.71	0.71	0.93
Repairs & Maintenance Site / Compound	15.56	2.15	8.44
Repairs & Maintenance Office Equipment & Machine	5.24	4.11	3.24
Repairs & Maintenance others	16.58	17.17	18.04
Computer & Software Maintenance	47.95	32.37	23.88
Printing & Stationery	6.26	4.13	2.88
Postage, Courier & Telephone expenses	8.07	8.76	8.08
Vehicle Hiring & Running Expenses	91.07	72.29	64.89
Security Services	38.59	34.16	31.90
Advertisement and Sales Promotion	21.44	22.02	15.52
Office Expenses	8.35	7.98	5.52
<b>Payment Made To Statutory Auditors:</b>			
- Audit Fees	1.00	1.00	1.00
- Fees for Other Services	1.03	0.50	0.53
Travelling, Accommodation and conveyance expenses	31.55	31.94	20.62
Miscellaneous Expenses	21.01	7.49	10.70
<b>Total</b>	<b>624.43</b>	<b>480.90</b>	<b>395.53</b>
<b>Total</b>	<b>1,713.18</b>	<b>1,313.01</b>	<b>1,029.27</b>

**INSPROS ENGINEERS LIMITED**  
(Formerly known as Inspros Engineers Private Limited)

**Deferred Tax Calculation**  
**Notes forming part of Balance Sheet**

**Note: 31**

Amounts Stated Below are "Rs. in Lakhs"

**2) Deferred Tax Calculation for the year 22-23**

Particulars	Carrying Amount	Tax Base	Difference	Deferred Tax	DTA/DTL
PPE	1,249.37	1,180.97	68.40	17.22	Liability
<b>Deferred Tax Liability As on 31/03/2023</b>				<b>17.22</b>	
Less: Opening Balance As on 01/04/2022 of Deferred Tax Liability				<b>23.07</b>	
<b>Deferred Tax Liability to be Reversed during the year 22-23</b>				<b>5.86</b>	

**3) Deferred Tax Calculation for the year 23-24**

Particulars	Carrying Amount	Tax Base	Difference	Deferred Tax	DTA/DTL
PPE	1,486.71	1,419.96	66.76	16.80	Liability
<b>Deferred Tax Liability As on 31/03/2024</b>				<b>16.80</b>	
Less: Opening Balance As on 01/04/2023 of Deferred Tax Liability				<b>17.22</b>	
<b>Deferred Tax Liability to be Reversed during the year 23-24</b>				<b>0.41</b>	

**4) Deferred Tax Calculation for the year 24-25**

Particulars	Carrying Amount	Tax Base	Difference	Deferred Tax	DTA/DTL
PPE	1,912.52	1,775.38	137.14	34.52	Liability
<b>Deferred Tax Liability As on 31/03/2025</b>				<b>34.52</b>	
Less: Opening Balance As on 01/04/2024 of Deferred Tax Liability				<b>16.80</b>	
<b>Deferred Tax Liability to be Reversed during the year 2024-25</b>				<b>(17.71)</b>	

**Note 31.A. Tax Expenses**

Income Tax Expenses Recognised in Restated Statement of Profit and Loss

Particulars	Figures as at 31/03/2025 Rs. in Lakhs	Figures as at 31/03/2024 Rs. in Lakhs	Figures as at 31/03/2023 Rs. in Lakhs
Current Tax	555.73	361.456	294.831
Prior Period Adjustments	-	-	-
Deferred Tax charge/(Credit): Other than that disclosed under OCI	17.71	(0.41)	(5.86)
	573.44	361.04	288.97



**INSPROS ENGINEERS LIMITED**  
**(Formerly known as Inspros Engineers Private Limited)**  
**Earning Per Share**  
**Notes forming part of Balance Sheet**

**Note: 32**

<u>S.no</u>	<u>Particulars</u>	<u>2024-25</u> Rs. in Lakhs	<u>2023-24</u> Rs. in Lakhs	<u>2022-23</u> Rs. in Lakhs
<b>1)</b>	<b><u>Basic Earning Per Share</u></b>			
	<b>Numerator</b> -Net Profit After Tax Attributable to Equity Share Holders, (As per the Statement of Profit & Loss)	1,597.18	1,048.84	936.87
	<b>Denominator</b> -Weighted Average Number of Outstanding Equity Shares, (As Per the Calculation Shown Below)	166.72	165.98	165.98
	<b>Basic Earning Per Share (in Rs)</b>	<b>9.58</b>	<b>6.32</b>	<b>5.64</b>
<b>2)</b>	<b><u>Diluted Earning Per Share</u></b>			
	<b>Numerator</b> -Net Profit After Tax Attributable to Equity Share Holders, (As per the Statement of Profit & Loss)	1,597.18	1,048.84	936.87
	<b>Denominator</b> -Weighted Average Number of Outstanding Equity Shares, (As Per the Calculation Shown Below)	166.72	165.98	165.98
	<b>Diluted Earning Per Share (in Rs)</b>	<b>9.58</b>	<b>6.32</b>	<b>5.64</b>

	<u>Calculation of Weighted Average Number of Equity Shares</u>	<u>2024-25</u> <u>(No of shares)</u>	<u>2023-24</u> <u>(No of shares)</u>	<u>2022-23</u> <u>(No of shares)</u>
	<b>Shares at the Opening of the Financial Year</b>	9,999.00	9,999.00	9,999.00
<b>Add:</b>	Share Split from Face value of Rs 100 Per Share to Rs 10 Per Share	89,991.00	89,991.00	89,991.00
<b>Add:</b>	Bonus Issue of Shares	1,64,98,350.00	1,64,98,350.00	1,64,98,350.00
<b>Add:</b>	Issue of Preferential Equity Shares on 14th October 2024 (161000 shares of Face Value Rs 10 Each)	1,61,000.00	-	-
<b>Add:</b>	Weighted Average Number of Preferential Equity Shares for calculation of EPS	74,104.11		
	<b>Weighted Average Number of Equity Shares (Refer Below Note)</b>	<b>1,66,72,444.11</b>	<b>1,65,98,340.00</b>	<b>1,65,98,340.00</b>

**Note:**

As Per Indian Accounting Standard "Ind As" 33, in case of issue of Bonus Shares, Split of Shares the number of shares outstanding is increased without an increase in resources. Therefore, the number of shares outstanding before the event is to adjusted as if, the the event had occurred at the beginning of the earliest period presented. Thus, the effect of Bonus Issue & Split of Shares has been taken retrospectively

The weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share and a reconciliation of the denominators to each other is shown as above

**INSPROS ENGINEERS LIMITED**

**(Formerly known as Inspros Engineers Private Limited)**

**1) Reconciliation of Restated Profit**

Particulars	2024-25 Rs. in Lakhs	2023-24 Rs. in Lakhs	2022-23 Rs. in Lakhs
<b>Profit After Tax as per Audited Financial Statement</b>	<b>1,614.56</b>	<b>1,048.99</b>	<b>929.97</b>
<b><u>Adjustments During Restatement:</u></b>			
Derecognition of Deferred Tax as per Previously Applied GAAP	0.33	(0.57)	1.03
Recognition of Deferred Tax as Per Ind As	(17.71)	0.41	5.86
<b>Profit After Tax as per Restated Financial Statements</b>	<b>1,597.18</b>	<b>1,048.84</b>	<b>936.86</b>

**2) Reconciliation of Restated Other Equity**

Particulars	2024-25 Rs. in Lakhs	2023-24 Rs. in Lakhs	2022-23 Rs. in Lakhs
<b>Closing Balance of Reserves &amp; Surplus as per the Audited Financial Statement</b>	<b>5,563.19</b>	<b>5,486.47</b>	<b>4,412.72</b>
<b><u>Adjustments During Restatement:</u></b>			
Derecognition of Deferred Tax as per Previously Applied GAAP	0.33	(0.57)	1.03
Recognition of Deferred Tax as Per Ind As	(17.71)	0.41	5.86
Adjustment of Deferred Tax due to First Time Adoption of Ind As	-	-	-
Change in opening of Retained Earnings due to adjustment done in previous years	(33.93)	(33.78)	(40.67)
<b>Closing Balance of Retained Earnings as per the Restated Financial Statements</b>	<b>5,511.87</b>	<b>5,452.54</b>	<b>4,378.95</b>

Note : Audit Qualification for the respective years, which do not require any adjustments in the Restated consolidated Financial Statements :

- i) There are no Audit Qualifications in the Auditor's report on the special purpose IND AS Financial Statements of the company for the year ended March 31, 2025
- ii) There are no Audit Qualifications in the Auditor's report on the special purpose IND AS Financial Statements of the company for the year ended March 31, 2024
- iii) There are no Audit Qualifications in the Auditor's report on the special purpose IND AS Financial Statements of the company for the year ended March 31, 2023

**INSPROS ENGINEERS LIMITED**  
**(Formerly known as Inspros Engineers Private Limited)**  
**Capital Work in Progress**  
**(Notes forming part of Balance Sheet)**

**Note: 33**

Particulars	Total Rs. in Lakhs
<b>Balance as at April 1,2022</b>	2.89
Additions	-
Disposals	-2.89
<b>Balance as at March 31,2023</b>	-0.00
Additions	-
Disposals	-
<b>Balance as at March 31,2024</b>	-0.00
Additions	537.19
Disposals	-
<b>Balance as at March 31,2025</b>	537.19

**Ageing Schedule of Capital Work in Progress**

For the period ending 31st March 2025	Amount in Capital WIP for a period of				
Particulars	Less than 1 Year Rs. in Lakhs	1-2 Years Rs. in Lakhs	2-3 Years Rs. in Lakhs	More than 3 Years Rs. in Lakhs	Total Rs. in Lakhs
1) Project in Progress - Building consutuction Unit II	125.11	-	-	-	125.11
2) Project in Progress - Guest House WIP	271.66	-	-	-	271.66
3) Project in Progress - Branch Office	140.42	-	-	-	140.42
4) Projects Temporarily suspended	-	-	-	-	-
<b>Closing Balance</b>	537.19	-	-	-	537.19

For the period ending 31st March 2024	Amount in Capital WIP for a period of				
Particulars	Less than 1 Year Rs. in Lakhs	1-2 Years Rs. in Lakhs	2-3 Years Rs. in Lakhs	More than 3 Years Rs. in Lakhs	Total Rs. in Lakhs
1) Project in Progress - Building consutuction Unit II	-	-	-	-	-
2) Project in Progress - Guest House WIP	-	-	-	-	-
3) Project in Progress - Branch Office	-	-	-	-	-
4) Projects Temporarily suspended	-	-	-	-	-
<b>Closing Balance</b>	-	-	-	-	-

For the period ending 31st March 2023	Amount in Capital WIP for a period of				
Particulars	Less than 1 Year Rs. in Lakhs	1-2 Years Rs. in Lakhs	2-3 Years Rs. in Lakhs	More than 3 Years Rs. in Lakhs	Total Rs. in Lakhs
1) Project in Progress - Building consutuction Unit II	-	-	-	-	-
2) Project in Progress - Guest House WIP	-	-	-	-	-
3) Project in Progress - Branch Office	-	-	-	-	-
4) Projects Temporarily suspended	-	-	-	-	-
<b>Closing Balance</b>	-	-	-	-	-

During the year ended 31st March 2025, the Company has reclassified ₹438.05 Lakh of Emar Business & Sweta Estate Private Limited from "Investments" to "Capital Work in Progress" as management has Plans to open Branch Office in Delhi but the projects have been delayed therefore they have been reclassified to "Capital work in progress". This change is in accordance with the Company's future business plans and accounting policy under Ind AS 1. The comparative figures have been restated accordingly.

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**Geographical Segment Reporting**

<b>Particulars</b>	<b>2024-25 Rs. in Lakhs</b>	<b>2023-24 Rs. in Lakhs</b>	<b>2022-23 Rs. in Lakhs</b>
<b><u>Segment Revenue:</u></b>			
-Domestic Sales	3,140.23	2,920.86	2,815.22
-Export Sales	5,986.30	3,211.00	2,250.56
<b>Total Sales</b>	<b>9,126.53</b>	<b>6,131.87</b>	<b>5,065.78</b>

**Revenue Segment Reporting**

<b>Particulars</b>	<b>2024-25 Rs. in Lakhs</b>	<b>2023-24 Rs. in Lakhs</b>	<b>2022-23 Rs. in Lakhs</b>
<b><u>Segment Revenue for products used in</u></b>			
A-Railway Mobility Vehicles	4,456.04	3,351.82	2,807.74
B-Power Grid Equipments	2,831.99	1,906.91	2,140.23
C-Electric Vehicles components	1,592.22	825.04	26.31
D-Other Misc.	246.29	48.10	91.50
<b>Total Sales</b>	<b>9,126.53</b>	<b>6,131.87</b>	<b>5,065.78</b>

**Note: 34****Financial Instruments**

## Financial Instrument by Category

The carrying value and fair value of financial instrument by categories as of March 31, 2025 were as follows

Particulars	At Amortized cost Rs. in Lakhs	At fair value through profit and loss Rs. in Lakhs	At fair value through OCI Rs. in Lakhs	Total Carrying value Rs. in Lakhs
<b>Assets</b>				
Cash and cash Equivalents	0.73	-	-	0.73
Bank balance other than Cash and cash Equivalents	93.51	-	-	93.51
Trade Receivables	3,149.97	-	-	3,149.97
Financial Assets	68.90	-	-	68.90
<b>Total</b>	<b>3,313.12</b>	<b>-</b>	<b>-</b>	<b>3,313.12</b>
<b>Liabilities</b>				
<b>Borrowings</b>	277.76	-	-	277.76
Trade and Other Payables	139.13	-	-	139.13
Other Financial Liabilities	152.25	-	-	152.25
Other current liabilities	143.42	-	-	143.42
<b>Total</b>	<b>712.56</b>	<b>-</b>	<b>-</b>	<b>712.56</b>

The carrying value and fair value of financial instrument by categories as of March 31, 2024 were as follows

Particulars	At Amortized cost Rs. in Lakhs	At fair value through profit and loss Rs. in Lakhs	At fair value through OCI Rs. in Lakhs	Total Carrying value Rs. in Lakhs
<b>Assets</b>				
Cash and cash Equivalents	1.51	-	-	1.51
Bank balance other than Cash and cash Equivalents	93.45	-	-	93.45
Trade Receivables	1,731.66	-	-	1,731.66
Financial Assets	780.60	-	-	780.60
<b>Total</b>	<b>2,607.22</b>	<b>-</b>	<b>-</b>	<b>2,607.22</b>
<b>Liabilities</b>				
<b>Borrowings</b>	398.94	-	-	398.94
Trade and Other Payables	125.65	-	-	125.65
Other Financial Liabilities	86.50	-	-	86.50
Other current liabilities	77.78	-	-	77.78
<b>Total</b>	<b>688.87</b>	<b>-</b>	<b>-</b>	<b>688.87</b>

The carrying value and fair value of financial instrument by categories as of March 31, 2023 were as follows

Particulars	At Amortized cost Rs. in Lakhs	At fair value through profit and loss Rs. in Lakhs	At fair value through OCI Rs. in Lakhs	Total Carrying value Rs. in Lakhs
<b>Assets</b>				
Cash and cash Equivalents	2.09	-	-	2.09
Bank balance other than Cash and cash Equivalents	68.52	-	-	68.52
Trade Receivables	1,328.81	-	-	1,328.81
Financial Assets	632.35	-	-	632.35
<b>Total</b>	<b>2,031.77</b>	<b>-</b>	<b>-</b>	<b>2,031.77</b>
<b>Liabilities</b>				
<b>Borrowings</b>	94.51	-	-	94.51
Trade and Other Payables	60.27	-	-	60.27
Other Financial Liabilities	101.30	-	-	101.30
Other current liabilities	67.03	-	-	67.03
<b>Total</b>	<b>323.10</b>	<b>-</b>	<b>-</b>	<b>323.10</b>

The management has assessed that trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, investments, borrowings, trade payables, lease liabilities and other financial liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value.

(i) The fair values of the Company's interest-bearing borrowings are determined by using an effective interest rate (EIR) method using a discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2025 was assessed to be insignificant.

(ii) Long-term receivables/payables are evaluated by the Company based on parameters such as interest rates, risk factors, individual creditworthiness of the counterparty and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

**Note: 35****Financial risk management objectives and policies**

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The management has overall responsibility for the establishment and oversight of the Company's risk management framework. In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

**Carrying Amount of Financial Assets and Liabilities:**

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

Particulars	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs	As at March 31, 2023 Rs. in Lakhs
<b>Financial assets</b>			
Cash and cash equivalent	0.73	1.51	2.09
Bank balance other than Cash and cash Equivalents	93.51	93.45	68.52
Trade receivables	3,149.97	1,731.66	1,328.81
Financial assets	68.90	780.60	632.35
<b>At end of the period/year</b>	<b>3,313.12</b>	<b>2,607.22</b>	<b>2,031.77</b>
<b>Financial liabilities</b>			
Borrowings	277.76	398.94	94.51
Trade payables	139.13	125.65	60.27
Other financial liabilities	152.25	86.50	101.30
Other current liabilities	143.42	77.78	67.03
<b>At end of the period/year</b>	<b>712.56</b>	<b>688.87</b>	<b>323.10</b>

**Market risk**

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: interest rate risk, currency risk, and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, and derivative financial instruments.

**Credit risk on financial assets**

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents and receivables, and other financial assets. The maximum exposure to credit risk is: the Total of the fair value of the financial instruments and the full amount of any loan payable commitment at the end of the reporting period/year. Credit risk on cash balances with banks is limited because the counterparties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings.

As disclosed in Note 13 (a), cash and cash equivalents balances generally represent short term deposits with a less than 90-day maturity.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade receivable customers is about 15-30 days.

**Exposure to credit risk**

Financial asset for which loss allowance is measured using expected credit loss model

Particulars	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs	As at March 31, 2023 Rs. in Lakhs
<b>Financial assets</b>			
Cash and cash equivalent	0.73	1.51	2.09
Bank balance other than Cash and cash Equ	93.51	93.45	68.52
Trade receivables	3,149.97	1,731.66	1,328.81
Financial assets	68.90	780.60	632.35
<b>At end of the period/year</b>	<b>3,313.12</b>	<b>2,607.22</b>	<b>2,031.77</b>

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**Note: 36**

Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs	31-03-2023 Rs. in Lakhs
<b>Current Income Tax</b>			
Current Income Tax Charge	555.73	361.46	294.83
<b>Deferred Tax</b>			
Relating to origination and reversal of temporary differences (Net)	17.71	(0.41)	(5.86)
<b>Income tax expense reported in the statement of profit or loss</b>	<b>573.44</b>	<b>361.04</b>	<b>288.97</b>

The tax rate used for the reconciliation above is the corporate tax rate payable by corporate entity in India on taxable profits under the Indian tax law. The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) ordinance, 2019 in FY 2020-21, which gives a one time irreversible option to domestic companies for payment of corporate tax at reduced rates. Accordingly, the Company has re-measured its deferred tax asset (net) basis the rate prescribed in the said section.

**2)A Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before Income taxes is summarized as follow:**

Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs	31-03-2023 Rs. in Lakhs
<b>Profit before income tax</b>	<b>2,170.62</b>	<b>1,409.89</b>	<b>1,225.84</b>
Rate of Income Tax	25.168%	25.168%	25.168%
Computed expected tax expenses	546.30	354.84	308.52
Depreciation As per companies act 2013	62.72	51.88	44.41
Depreciation As per income Tax act	(63.06)	(51.42)	(45.25)
Disallowance Expenses as per income tax act	8.12	6.16	2.13
Items Considered Separately	(10.15)	-	-
Tax on Income under other head (Capital Gain)	10.15	-	(14.97)
Allowance Expenses as per income tax act- 80JJAA	-	-	-
Prior year tax adjustments	1.64	-	-
Liability under section 234C	-	-	-
<b>Current Income Tax</b>	<b>555.73</b>	<b>361.47</b>	<b>294.83</b>

Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs	31-03-2023 Rs. in Lakhs
Net current income tax asset/(liability) at the beginning	(361.47)	(294.83)	(179.51)
Income tax paid	361.46	294.83	179.51
Prior year tax adjustments	-	-	-
Current tax expenses	(555.73)	(361.47)	(294.83)
<b>Net current income tax asset/(liability) at the end the period/year</b>	<b>(555.73)</b>	<b>(361.47)</b>	<b>(294.83)</b>

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**Note: 37**

**Foreign currency risk**

The Company operates internationally and the nominal portion of business is transacted in USD, EURO & RMB. The Company has Sales, Purchase, (etc.) in foreign currency. Consequently, the Company is exposed to foreign exchange risk. The company evaluate exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies.

Foreign currency exposures not specifically covered by natural hedge and forward exchange contracts as at period/year end are as follows:

Currency	Year ended March 31, 2025		Year ended March 31, 2024		Year ended March 31, 2023	
	Foreign Currency	Indian Rupees Rs. in lakhs	Foreign Currency	Indian Rupees Rs. in lakhs	Foreign Currency	Indian Rupees Rs. in lakhs
USD (receivables)	17,53,814.28	1,499.34	9,85,058.15	809.64	7,52,298.18	623.42
RMB (receivables)	-	-	-	-	-	-
EURO (receivables)	1,86,451.80	166.49	65,916.00	58.70	37,322.30	32.23

**Foreign currency sensitivity**

1 % increase or decrease in foreign exchange rates will have the following impact on profit before tax

Currency	Year ended March 31, 2025		Year ended March 31, 2024		Year ended March 31, 2023	
	1 % increase	1 % decrease	1 % increase	1 % decrease	1 % increase	1 % decrease
USD (receivables)	14.99	-14.99	8.10	-8.10	6.23	-6.23
RMB (receivables)	0.00	0.00	0.00	0.00	0.00	0.00
EURO (receivables)	1.66	-1.66	0.59	-0.59	0.32	-0.32

**Foreign currency risk**

Currency	Year ended March 31, 2025		Year ended March 31, 2024		Year ended March 31, 2023	
	Foreign Currency	Indian Rupees Rs. in lakhs	Foreign Currency	Indian Rupees Rs. in lakhs	Foreign Currency	Indian Rupees Rs. in lakhs
USD (Payables)	31,438.81	27.78	(29,914.95)	(26.07)	2,722.34	2.24
RMB (Payables)	-	-	-	-	-	-
EURO (payables)	6,444.48	5.95	(5,665.97)	(5.11)	(6,503.21)	(5.81)

**Foreign currency sensitivity**

1 % increase or decrease in foreign exchange rates will have the following impact on profit before tax

Currency	Year ended March 31, 2025		Year ended March 31, 2024		Year ended March 31, 2023	
	1 % increase	1 % decrease	1 % increase	1 % decrease	1 % increase	1 % decrease
USD (payables)	0.28	(0.28)	(0.26)	0.26	0.02	(0.02)
RMB (payables)	-	-	-	-	-	-
EURO (payables)	0.06	(0.06)	(0.05)	0.05	(0.06)	0.06



**Note: 38****Interest Rate Risk**

Interest rate risk arises from the movements in interest rates which could have effects on the Company's net income or financial position. Changes in interest rates may cause variations in interest income and expenses resulting from interest-bearing assets and liabilities. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates.

The Company manages its interest rate risk by having an agreed portfolio of fixed and variable rate borrowings. With all the other variables remaining constant, the following table demonstrates the sensitivity to a reasonable change in interest rates on the borrowings:

Particulars	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs	As at March 31, 2023 Rs. in Lakhs
<b>Financial assets</b>			
Interest bearing - Fixed interest rate			
- Non current investment	40.00	718.30	556.52
- Non current fixed deposit	0.78	0.78	0.78
- Current fixed deposit	-	-	-
<b>Financial Liabilities</b>			
Interest bearing			
Borrowings - Floating interest rate			
Working capital loan in rupee			
Banks & Financial institutions			
-Cash credit	-	-	-
-Term loan	277.76	398.94	94.51
Borrowings - Fixed interest rate			
Banks & Financial institutions			
-Vehicle loan	-	-	-
-Equipment loan	-	-	-

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Increase in 100 bps points			
Effect on profit before tax	(2.78)	(2.38)	(0.18)
Decrease in 100 bps points			
Effect on profit before tax	2.78	2.38	0.18

**INSPROS ENGINEERS LIMITED****(Formerly known as Inspros Engineers Private Limited)****Note: 39****Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by Total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs	31-03-2023 Rs. in Lakhs
<b>Borrowings</b>	<b>277.76</b>	<b>398.94</b>	<b>94.51</b>
Less : Cash and cash equivalents(including deposit with Bank)	94.23	94.96	70.62
<b>Net Debt (A)</b>	<b>183.53</b>	<b>303.97</b>	<b>23.89</b>
Total Equity	7,187.81	5,462.54	4,469.41
<b>Capital (B)</b>	<b>7,187.81</b>	<b>5,462.54</b>	<b>4,469.41</b>
<b>Gearing Ratio (%) (A/B)*100</b>	<b>2.55</b>	<b>5.56</b>	<b>0.53</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

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**Note: 40**

**Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and cash credits from banks at an optimised cost.

The Companies maximum exposure to credit risk for the components of the balance sheet for the periods/years ended as at March 31, 2025, March 31, 2024, March 31, 2023, and March 31, 2022.. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value. The following table analysis financial liabilities by remaining contractual maturities:

Particulars	Less than 1 year Rs. in Lakhs	1 to 5 years Rs. in Lakhs	> 5 years Rs. in Lakhs	Total Rs. in Lakhs
<b>As at March 31, 2025</b>				
Borrowings	129.53	148.23	-	277.76
Trade and other payables	73.48	-	-	73.48
Lease liability	-	-	-	-
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>203.01</b>	<b>148.23</b>	<b>-</b>	<b>351.24</b>
<b>As at March 31, 2024</b>				
Borrowings	99.94	299.00	-	398.94
Trade and other payables	43.19	14.20	-	57.39
Lease liability	-	-	-	-
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>143.13</b>	<b>313.20</b>	<b>-</b>	<b>456.33</b>
<b>As at March 31, 2023</b>				
Borrowings	-	94.51	-	94.51
Trade and other payables	29.22	14.63	-	43.85
Lease Liability	-	-	-	-
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>29.22</b>	<b>109.14</b>	<b>-</b>	<b>138.36</b>

**Note: 41**  
**Corporate Social Responsibility**

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are ensuring environmental sustainability education, Donation to Trust Registered under CSR, Covid-19 relief activities, Disaster Relief Activities. The amount has to be expended on the activities which are specified in Schedule VII of the Companies Act,

Details of CSR expenditure required to be spent and amount spent are as under:

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs	Year ended March 31, 2023 Rs. in Lakhs
Gross amount required to be spent by the company during the year as per Section 135 of the Companies Act, 2013 read with schedule VII*	22.38	16.36	10.38
Amount spent during the year			
(a) Donation to Trust Register Under CSR	-	-	-
(b) Education	32.17	23.06	2.00
(c) Health	-	-	-
(d) Protection of Environment	-	-	-
(e) Social	-	-	-
(f) Covid-19 Relief Activities	-	-	-
Total Amount spent during the year	32.17	23.06	2.00
Short spent of previous year	9.71	16.41	8.03
Excess spent of previous year	-	-	-
Total of shortfall / (Excess)	(0.08)	9.71	16.41

**Note:**

The Excess of Rs 0.08 Lakhs relates to the Whole Financial Year 2024-25, and out of which 32.17 has been been paid till 31/03/2025

The CSR expenditure requirement attributable to the Financial Year ended 31/03/2025 is Rs 22.38 Lakhs and out of Which 32.17 Lakhs was paid in the same Year

The company has made expenditure of 32.17 lakhs from 01-04-2024 to 31-03-2025

Out of the total Payable as on 31/03/2024 Rs 9.71 Lakhs the company expended Rs 32.17 Lakhs till 31/03/2025

Details of CSR Expenditure from 1-4-2024 to 31/03/2025

Amount in lakhs	Date of Payment	Donee	Purpose
2.20	06/05/2024	Shri Ram Sewa Sankalp Kalyan Samiti	Education
2.31	06/09/2024	Shri Ram Sewa Sankalp Kalyan Samiti	Education
12.63	26/09/2024	Raginiben Bipinchandra Sewa Karya Trust	Education , Healthcare and General public utility
2.08	23/10/2024	Shri Ram Sewa Sankalp Kalyan Samiti	Education
1.95	02/01/2025	Shri Ram Sewa Sankalp Kalyan Samiti	Education
0.90	31/01/2025	Shri Ram Sewa Sankalp Kalyan Samiti	Education
0.90	21/03/2025	Shri Ram Sewa Sankalp Kalyan Samiti	Education
1.10	21/03/2025	NAG Foundation	Education , Healthcare and General public utility
2.00	21/03/2025	Aanchal Chaya	Setting up homes and hostels for women (Orphan girls)
1.00	21/03/2025	Eklavya Foundation	Education
5.10	25/03/2025	SWAMI AMBRISH CHETANYA SEWA SAMITI	Education

32.17

**Note-5 Related Party Transactions****1) Name & Nature of Related Parties**

<b>S.no</b>	<b>Name of Related Parties</b>	<b>Nature of Relation</b>
1	Shri Vipin Mullick	Key Managerial Person (Director)
2	Smt. Anandita Mullick	Key Managerial Person (Director)
3	Smt Janak Dulari Mullick	Relative of Key Managerial Person
4	Manya Mullick	Relative of Key Managerial Person
5	Vipin Mullick HUF	Entity of Key Managerial Person
6	Divij Mullick	Relative of Key Managerial Person
7	Mujahid Ali	Key Managerial Person (Company Secretary) w.e.f 08.04.2024
8	Pallithazhath Ravindranath Preeti	Key Managerial Person (CFO) w.e.f 29.07.2024
9	Sanjiv Indra Shah	Key Managerial Person (Non-Executive Director) w.e.f 29.04.2024
10	Kishore Purswani	Key Managerial Person (Independent Director) w.e.f 08.04.2024
11	Chandrakant Kashinath Shrikhande	Key Managerial Person (Independent Director) w.e.f 08.04.2024
12	Engsol Technologies Private Limited	Entity Controlled By Key Managerial Persons

**2) Transactions with Related Parties****(A) For the Financial Year 2024-25**

<b>S.no</b>	<b>Name/Nature of Transaction</b>	<b>Remuneration</b>	<b>Interest Paid</b>	<b>Loans Accepted</b>	<b>Loans Repaid</b>	<b>Procurement of Labour Services</b>	<b>Advance Given</b>	<b>Outstanding Balance At Year End</b>
		<b>Rs. in Lakhs</b>	<b>Rs. in Lakhs</b>	<b>Rs. in Lakhs</b>	<b>Rs. in Lakhs</b>	<b>Rs. in Lakhs</b>	<b>Rs. in Lakhs</b>	<b>Rs. in Lakhs</b>
1	Shri Vipin Mullick	157.35	4.32	-	40.00	-	-	-
2	Smt. Anandita Mullick	76.63	0.94	-	9.00	-	-	-
3	Smt Janak Dulari Mullick	-	9.24	-	77.00	-	-	-
4	Manya Mullick	-	2.29	6.00	16.00	-	-	-
5	Vipin Mullick HUF	-	0.22	-	1.80	-	-	-
6	Divij Mullick	-	2.26	3.50	17.00	-	-	-
7	Mujahid Ali	6.30	-	-	-	-	-	-
8	Pallithazhath Ravindranath Preeti	11.52	-	-	-	-	-	-
9	Sanjiv Indra Shah	-	-	-	-	-	-	-
10	Kishore Purswani	0.20	-	-	-	-	-	-
11	Chandrakant Kashinath Shrikhande	0.20	-	-	-	-	-	-
12	Engsol Technologies Private Limited (Advance Given)	-	-	-	31.25	-	93.75	-
13	Engsol Technologies Private Limited (Labour Services)	-	-	-	-	253.38	-	21.33

**(A) For The Financial Year 2023-24**

S.no	Name/Nature of Transaction	Remuneration Rs. in Lakhs	Interest Paid Rs. in Lakhs	Loans Accepted Rs. in Lakhs	Loans Repaid Rs. in Lakhs	Procurement of Labour Services Rs. in Lakhs	Advance Given Rs. in Lakhs	Outstanding Balance At Year End Rs. in Lakhs
1	Shri Vipin Mullick	141.00	3.99	95.00	55.00	-	-	40.00
2	Smt. Anandita Mullick	63.00	0.72	39.00	37.00	-	-	9.00
3	Smt Janak Dulari Mullick	-	8.09	26.50	-	-	-	77.00
4	Manya Mullick	-	1.84	3.00	-	-	-	16.00
5	Vipin Mullick HUF	-	0.22	-	-	-	-	1.80
6	Divij Mullick	-	1.70	13.00	-	-	-	17.00
7	Engsol Technologies Private Limited (Advance Given)	-	-	-	-	-	125.00	-
8	Engsol Technologies Private Limited (Labour Services)	-	-	-	-	86.58	-	17.95

**(B) For The Financial Year 2022-23**

S.no	Name/Nature of Transaction	Remuneration Rs. in Lakhs	Interest Paid Rs. in Lakhs	Loans Accepted Rs. in Lakhs	Loans Repaid Rs. in Lakhs	Procurement of Labour Services Rs. in Lakhs	Advance Given Rs. in Lakhs	Outstanding Balance At Year End Rs. in Lakhs
1	Shri Vipin Mullick	141.00	-	-	-	-	-	-
2	Smt. Anandita Mullick	63.00	0.47	7.00	-	-	-	7.00
3	Smt Janak Dulari Mullick	-	2.92	30.00	-	-	-	50.50
4	Manya Mullick	-	1.39	3.00	-	-	-	13.00
5	Vipin Mullick HUF	-	0.22	-	-	-	-	1.80
6	Divij Mullick	-	0.26	4.00	-	-	-	4.00
7	Engsol Technologies Private Limited (Advance Given)	-	-	-	-	-	100.00	-

**Note on Accounting Ratios**

**1) As at 31st March 2025**

S.No	Ratio	As at 31st March 2025	As at 31st March 2024	Variance	Variance in percentage	Reason for Variance (in case of variance for more than 25%)
1	Current Ratio	4.73	4.95	-0.22	-4.46%	Not Applicable
2	Debt-Equity Ratio	0.04	0.07	-0.03	-47.09%	Debt reduced
3	Debt Service Coverage Ratio	4.54	16.10	-11.56	-71.81%	Decrease in Overall Debt Liabilities
4	Return on Equity Ratio	0.22	0.19	0.03	15.73%	Not Applicable
5	Inventory turnover Ratio	6.92	5.71	1.21	21.21%	Not Applicable
6	Trade Receivables Turnover Ratio	3.74	4.01	-0.27	-6.69%	Not Applicable
7	Trade Payables Turnover Ratio	32.71	32.11	0.60	1.86%	Not Applicable
8	Net Capital Turnover Ratio	2.19	2.07	0.12	5.90%	Not Applicable
9	Net Profit Ratio	17.50	17.10	0.40	2.31%	Not Applicable
10	Return on Capital Employed	0.30	0.25	0.05	20.94%	Not Applicable
11	Return on Investment	0.22	0.19	0.03	15.73%	Not Applicable

**2) As at 31st March 2024**

S.No	Ratio	As at 31st March 2024	As at 31st March 2023	Variance	Variance in percentage	Reason for Variance (in case of variance for more than 25%)
1	Current Ratio	4.95	5.17	-0.22	-4.30%	Not Applicable
2	Debt-Equity Ratio	0.07	0.02	0.05	245.37%	Increase in Debt
3	Debt Service Coverage Ratio	16.10	8.18	7.93	96.91%	Increase in Overall Debt Liabilities
4	Return on Equity Ratio	0.19	0.21	-0.02	-8.40%	Not Applicable
5	Inventory turnover Ratio	5.71	6.16	-0.45	-7.33%	Not Applicable
6	Trade Receivables Turnover Ratio	4.01	3.89	0.11	2.95%	Not Applicable
7	Trade Payables Turnover Ratio	32.11	36.80	-4.70	-12.76%	Not Applicable
8	Net Capital Turnover Ratio	2.07	2.32	-0.25	-10.92%	Not Applicable
9	Net Profit Ratio	17.10	18.49	-1.39	-7.51%	Not Applicable
10	Return on Capital Employed	0.25	0.27	-0.02	-8.77%	Not Applicable
11	Return on Investment	0.19	0.21	-0.02	-8.40%	Not Applicable

**3) As at 31st March 2023**

S.No	Ratio	As at 31st March 2023	As at 31st March 2022	Variance	Variance in percentage	Reason for Variance (in case of variance for more than 25%)
1	Current Ratio	5.17	6.26	-1.09	-17.40%	Not Applicable
2	Debt-Equity Ratio	0.02	0.04	-0.02	-46.28%	Debt reduced
3	Debt Service Coverage Ratio	8.18	2.98	5.20	174.73%	Decrease in Overall Debt Liabilities
4	Return on Equity Ratio	0.21	0.15	0.06	38.20%	Increase in Net Profit
5	Inventory turnover Ratio	6.16	5.62	0.55	9.73%	Not Applicable
6	Trade Receivables Turnover Ratio	3.89	3.69	0.20	5.43%	Not Applicable
7	Trade Payables Turnover Ratio	36.80	29.52	7.29	24.68%	Not Applicable
8	Net Capital Turnover Ratio	2.32	1.80	0.52	28.63%	Reduction in Working Capital
9	Net Profit Ratio	18.49	12.32	6.18	50.15%	Ratio enhance due increase in sales
10	Return on Capital Employed	0.27	0.19	0.08	42.43%	Increase in Net Profit
11	Return on Investment	0.21	0.15	0.06	38.20%	Increase in Net Profit

The Formulas used above for the computation of ratios are as follows:

S.No	Ratio	Formula
1	Current Ratio	Current Asset / Current Liability
2	Debt-Equity Ratio	Debt / Equity
3	Debt Service Coverage Ratio	Net Operating Income / Debt Service
4	Return on Equity Ratio	Net Income / Shareholder's Equity
5	Inventory turnover Ratio	Sales / Average Inventory
6	Trade Receivables Turnover Ratio	Net Credit sales / Average Trade Receivable
7	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payable
8	Net Capital Turnover Ratio	RFO/ Working Capital
9	Net Profit Ratio	Net Profit / Total Sales
10	Return on Capital Employed	Earning before Interest & Tax / Capital Employed
11	Return on Investment	Net Profit / Total Equity

#### **42. Estimates**

The estimates as at March 31, 2025, March 31, 2024 and March 31, 2023. are consistent with those made for the same dates in accordance with Ind AS after adjustments to reflect any differences in accounting policies. Balances in the accounts of Trade Receivables, Loans and Advances, Trade Payables and Other Current Liabilities are subject to confirmation/ reconciliation, if any. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation / adjustments.

#### **43. Additional Information**

<b>Particulars</b>	<b>Year Ended 31 March 2025</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	<b><u>Rs. in Lakhs</u></b>	<b><u>Rs. in Lakhs</u></b>	<b><u>Rs. in Lakhs</u></b>
<b>Earnings in foreign currency:</b>			
Free on board value of exports	5986.30	3211.00	2251.17
Cost, insurance, and freight value of import	299.97	249.47	317.49

#### **44. Other statutory information**

- The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the periods/years ended March 31, 2025, March, 2024 & 2023 in the tax assessments under the Income Tax Act, 1961.
- The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017
- The Company is not declared willful defaulter by any bank or financial institution or other lenders.
- The Company has not traded or invested in crypto currency or virtual currency during the financial years/period, 2023 & 2024 and the Year ended 31March 2025.
- The Company has not revalued its property, plant and equipment (including right-of-use asset) during years/period, 2023 & 2024 and the Year ended 31March 2025.



- f) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made there under.
- g) No loans or advances in the nature of loans are granted to promoters, Directors, KeyManagerial Personnel and the related parties (as defined under the Companies Act, 2013) either severally or jointly with any other person.
- h) The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- i) The company avails the short term credit facility from the bank on the basis of security of inventory and book debts and files its monthly returns or statement with that banks for the periods/years March 31, 2023 & 2024 and the Year ended 31 March 2025 and the same are in agreement with books of accounts.
- j) The company has used the borrowings from bank for the specific purpose for which it has taken at the balance sheet date.

**45.** Previous years/period figures have been regrouped/rearranged wherever necessary, to correspond with the current year classification / disclosures and notes have been provided to its effect at places in the restated financials.

**46.** The restated balance sheet, restated statement of profit and loss, restated cash flow statement, restated statement of changes in equity, restated statement of significant accounting policies and the other explanatory notes forms an integral part of the restated financial information of the company.

**47.** Disclosures as required under Section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 due to Micro, Small and Medium Enterprises: - As per the information and confirmation received from the Company there were no outstanding towards Micro or Small enterprise which is registered under the provisions of the Micro, Small and Medium Enterprise Development Act 2006, hence amount due and interest payable is NIL.

**INSPROS ENGINEERS LIMITED**  
**Formerly known as Inspros Engineers Private Limited)**  
**Notes to the Restated Financial Information**

**See accompanying notes forming  
part of the financial statements**

In terms of our report attached.

**For Baheti & Co.**

**Chartered Accountants**

**FRN : 006287C**

**For and on behalf of the Board of Directors**

**Deepak Baheti**  
**Partner**

**Membership No : 075063**

**Place: Bhopal**

**Date: 16/06/2025**

**Vipin Mullick**  
**DIN -00910549**

**(Chairman & Managing Director)**

**Anandita Mullick**  
**DIN: 01208644**  
**(Whole Time Director)**

**Mujahid Ali**  
**(Company Secretary and Compliance  
Officer)**

**M.No.: A65821**

**Preeti P.R.**  
**(Chief Financial Officer)**

## OTHER FINANCIAL INFORMATION

### SUMMARY OF ACCOUNTING RATIOS

Particulars	FY 2024-25	FY 2023-2024	FY 2022-2023
Basic EPS (in ₹)	9.58	6.32	5.64
Diluted EPS (in ₹)	9.58	6.32	5.64
Return on Net worth (%)	22.22%	19.20%	20.96%
Net asset value per equity share (in ₹)	43.11	32.91	26.93
EBITDA (in ₹ lakhs)	2,489.21	1,664.50	1,421.20

*Notes: The ratios have been computed as under:*

- 1. Basic and diluted EPS: Restated profit for the year of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with IND AS 33 - Earnings per share.*
- 2. Return on Net Worth: Net Profit after tax, as restated, divided by net-worth, as restated.*
- 3. Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equity shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.*
- 4. EBDITA means Profit before depreciation, finance cost, tax.*
- 5. Accounting and other ratios are derived from the Restated Financial Statements.*

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization for the Fiscal Year March 31, 2025, on the basis of the Restated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial condition and Results of Operations" on pages 33, 237, and 306.

Statement of Capitalization for the Fiscal Year March 31, 2025:

(₹ In Lakhs)

Particulars		Pre-Offer	Post-Offer
<b>Total Borrowings:</b>			
Current borrowings		-	[●]
Non-current borrowings (including current maturity)	(A)	277.76	[●]
<b>Total borrowings</b>	<b>(B)</b>	<b>277.76</b>	<b>[●]</b>
<b>Shareholders' funds:</b>			[●]
Equity Share capital		1,675.93	[●]
Other equity		5,511.87	[●]
<b>Total Equity</b>	<b>(C)</b>	<b>7,187.80</b>	<b>[●]</b>
<b>Total Capital</b>	<b>(B+C)</b>	<b>7,465.57</b>	<b>[●]</b>
<b>Ratio: Non-Current borrowings / Total equity</b>	<b>(A)/(C)</b>	<b>0.04</b>	<b>[●]</b>
<b>Ratio: Total Borrowings / Total equity</b>	<b>(B)/(C)</b>	<b>0.04</b>	<b>[●]</b>

## MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the year ended on March 31, 2025, March 31, 2024, and March 31, 2023. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled “*Risk Factors*” beginning on page 33 of this Draft Red Herring Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian accounting standard (“**Ind AS**”), the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“**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 Inspros Engineers Limited (erstwhile “Inspros Engineers Private Limited”), our Company. Unless otherwise indicated, financial information included herein are based on our “*Restated Financial Statements*” for Financial Year ended on March 31, 2025, March 31, 2024, and the March 31, 2023, included in this Draft Red Herring Prospectus beginning on page 237.

### BUSINESS OVERVIEW

We are an Electrical Engineering company engaged in manufacturing equipment, components and sub-assemblies used in traction control gear, busbars for electrical cabinets for electric locomotives and metro trainsets, solenoids for circuit breakers and switch gears, non-condenser bushings for HV Capacitors and disconnecting actuators for EVs. These parts are primarily used in railway mobility vehicles, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles.

Incorporated in 1983, our Company, was established with the goal of reducing India's dependence on imported electrical equipment. Over the years, our company has successfully catered to both domestic and international markets. We embarked on our journey to export our products in 2001 and have since expanded our global reach to over 22 countries, including Argentina, Australia, Brazil, Bulgaria, Canada, Croatia, Czech Republic, Egypt, Morocco, France, Germany, Italy, Kazakhstan, Kuwait, Malaysia, Mexico, Slovenia, Spain, Sri Lanka, Turkey, United Arab Emirates, United States of America. Our customers are industry leaders in their respective segment both India and globally.

We have achieved ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 certifications, thus demonstrating our dedication towards continuous improvement and excellence in all aspects of our operations. Our holistic approach to quality combines empowered employees, systematic manufacturing processes, robust quality assurance plans, and extensive testing. We utilize advanced tools like FMEA (Failure Mode and Effects Analysis) and process capability studies to ensure product quality and efficiency. Our in-house testing facilities and quick prototyping capabilities enable us to rapidly validate designs and customize products to meet specific customer requirements. With a dedicated ERP system, Cloud based SAP S4 HANA, and a strong logistics supply chain network, we believe we are well-positioned to serve as a reliable global vendor for large multinational corporations.

Our manufacturing units are equipped with modern machinery like CNC (Computer Numerical Control) machine & Vertical Machining Centres (VMCs) machine turning centers, heavy duty hydraulic presses and mechanical power presses for metal forming, CNC Waterjet cutting machines, Resistance brazing and projection welding machines, CNC winding machines, Multi station hydraulic presses for insulation consolidation, processing ovens, self-sufficient laboratory equipped with machines and instruments to carry out routine and special tests on electrical assemblies, a materials testing laboratory replete with basic machines, automatic vertical storage

systems, etc. Our workforce comprises of skilled and semiskilled technicians, supervisory, quality control, commercial and managerial staff.

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST REPORTING PERIOD:**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of March 31, 2025 as disclosed in this Draft Red Herring Prospectus, any significant developments or 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.

## **KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Our Company's future results of operations could be affected potentially by the following factors:

1. General economic conditions in India, changes in laws and regulations
2. Changes in revenue mix, including geographic mix of our revenues.
3. Changes in Fiscal, Economic or Political conditions in India.
4. Availability and cost of raw materials.
5. Increased market fragmentation.
6. Competition with existing and new entrants
7. Technology System and Infrastructure Risks

## **OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies, “Annexure IV” beginning under Chapter titled “Financial Information” beginning on page 237 of the Draft Red Herring Prospectus.

## **Key Financial KPI of our Company**

Sr No.	Metric	As of and for the Fiscal		
		2025	2024	2023
1	Revenue From operations (₹ in Lakhs)	9,126.53	6,131.87	5,065.78
2	Growth in Revenue %	48.84%	21.04%	-
3	EBITDA (₹ in Lakhs)	2,489.21	1,664.50	1,421.21
4	Growth in EBITDA %	49.55%	17.12%	-
5	EBITDA Margin (%)	27.27%	27.15%	28.06%
6	Profit after tax (₹ in Lakhs)	1,597.18	1,048.84	936.87
7	Growth in PAT %	52.28%	11.95%	-
8	EPS	9.58	6.32	5.64
9	Growth in EPS %	51.60%	11.95%	-
10	PAT Margin (%)	17.50%	17.10%	18.49%
11	Return on Equity (ROE) (%)	22.22%	19.20%	20.96%
12	Debt To Equity Ratio	0.04	0.07	0.02

## **RESULTS OF KEY OPERATIONS**

The following table sets forth select financial data from our restated financial statement of profit and loss for the financial years ended March 31, 2025, 2024 and 2023 the components of which are also expressed as a percentage of total income for such period and financial years

(₹ in lakhs)

Particulars	Year ended March 31, 2025	% of Total income	Year ended March 31, 2024	% of Total income	Year ended March 31, 2023	% of Total income
Revenue from Operations	9,126.53	96.96%	6,131.87	97.03%	5,065.78	95.81%
Other Income	286.11	3.04%	187.56	2.97%	221.33	4.19%
<b>Total Income</b>	<b>9,412.64</b>	<b>100.00%</b>	<b>6,319.43</b>	<b>100.00%</b>	<b>5,287.11</b>	<b>100.00%</b>
Cost of Materials Consumed	4,281.54	45.49%	2,705.31	42.81%	2,100.72	39.73%
Changes in inventories of Finished Goods and Stock -in- process	-52.79	-0.56%	-109.18	-1.73%	62.09	1.17%
Employee Benefits Expenses	981.50	10.43%	745.78	11.80%	673.82	12.74%
Finance Costs	69.37	0.74%	48.49	0.77%	18.93	0.36%
Depreciation and Amortisation Expense	249.22	2.65%	206.12	3.26%	176.44	3.34%
Other Expenses	1,713.18	18.20%	1,313.01	20.78%	1,029.27	19.47%
<b>Total Expenses</b>	<b>7,242.01</b>	<b>76.94%</b>	<b>4,909.54</b>	<b>77.69%</b>	<b>4,061.27</b>	<b>76.81%</b>
<b>Profit Before Tax</b>	<b>2,170.62</b>	<b>23.06%</b>	<b>1,409.89</b>	<b>22.31%</b>	<b>1,225.84</b>	<b>23.19%</b>
Current Tax	555.73	5.90%	361.46	5.72%	294.83	5.58%
Deferred Tax Expense/ (Credit)	17.71	0.19%	-0.41	-0.01%	-5.86	-0.11%
<b>Total tax</b>	<b>573.44</b>	<b>6.09%</b>	<b>361.04</b>	<b>5.71%</b>	<b>288.97</b>	<b>5.47%</b>
<b>Profit for the Year (A)</b>	<b>1,597.18</b>	<b>16.97%</b>	<b>1,048.85</b>	<b>16.60%</b>	<b>936.87</b>	<b>17.72%</b>

## Review of Restated Financials

### Balance Sheet Items

**Long / Short term borrowings:** Our Borrowings consisted of Term loan from banks and loan from financial institutions. Unsecured loans were repaid during the Fiscal Year 2025. The total of borrowings went from ₹ 398.94 lakhs to ₹ 277.76 lakhs for the FY 2025. Loans from financial institutions constituted of Vehicle loans only.

**Trade Receivables:** Our Trade Receivables increased from ₹ 1,731.66 lakhs to ₹ 3,149.97 lakhs. This increase was mainly attributable to the increase in revenue from operations in the fiscal year 2025. The Export sales increased by 86.43% during the year. The trade receivables are bifurcated based on the ageing of the receivables and out of ₹ 3,149.97 lakhs, ₹ 2,354.09 lakhs were not due as on date of the year ending March 2025. All the receivables are considered good and within the cycle of working capital and no ECL provision has been accounted for the balances.

**Trade Payables:** Our Trade Payables increased from ₹ 125.65 lakhs to ₹ 139.13 lakhs during the fiscal year 2025. The change was nominal considering the increase of overall business from fiscal 2024 to fiscal 2025. In the ageing of trade payables, appropriate ageing has been done based on the balances payable and as reported in financial statements, no dues are payable to MSME's.

**Inventories:** Inventories went from ₹ 1,267.95 lakhs to ₹ 1,369.02 lakhs from fiscal year 2024 to fiscal 2025. The change was a mere 7.97% of the comparative balances. The inventories consist of raw materials, packing materials, work in progress, finished goods and Stores and spare parts.

**Investments:** The Investments went down from ₹ 719.08 lakhs in fiscal year 2024 to ₹ 40.78 lakhs in fiscal year 2025. This was mainly due to reclassification of the balances from the head investments to other heads such as loans and advances, capital work in progress and assets held for sale. During the year some of the investments were sold considering the long-term view of the management, wherein the assets would not fit. The

reclassification of assets was made to streamline with the company's future business plans and were appropriately recorded as per IND AS.

**Loans and Advances given:** During the year, the loans and advances were given to Omaxe Limited and Engsol Technology private limited. The advance given to Omaxe limited was for the acquisition of a commercial property which got delayed, interest is being received on the advance for such period of delay. Engsol Technology limited is a group company and labour services are being taken from that company which forms part of the business activities.

**Contingent Liabilities:**

Particulars	As on 31/03/2025 (₹ in lakhs)	As on 31/03/2024 (₹ in lakhs)	As on 31/03/2023 (₹ in lakhs)
Demand notices issued by GST Department	43.00	19.73	19.73
Demand order issued by Income Tax department	0.32	0.32	0.32
<b>Total</b>	<b>43.32</b>	<b>20.05</b>	<b>20.05</b>

1. GST Department issued Notices for FY 18-19,19-20& 20-21, discrepancies noticed by departments are Rs 23.27 Lakhs (for F.Y.18-19 and F.Y.19-20) and Rs 19.73 Lakhs (for F.Y.20-21) respectively. the company files representation and submitted various facts and grounds on strength of which no such liability arises on the company. The matter is pending with the authorities, and final liability is not decided by the department. In case of any adverse order the company may be contingently liable to that extent.

2. Under Income Tax demand for AY 2018-19, pursuant to order u/s 143(3), demand of Tax and Interest Rs 0.32 Lakhs is outstanding, whereas the above said demand is adjusted by the Income Tax department against the refunds of another year. The company files the representation for removal of demand and in case of any adverse situation the company is contingently liable to that extent.

**Income Statement Items**

**Revenue from Operations:** Revenue from operations mainly consists of sale of products used in manufacturing of various goods. Sale of products are from following segments: 1) Railway Mobility Vehicles, 2) Power Grid Equipment's, 3) Electric Vehicles components, 4) Other miscellaneous.

**Other Income:** Other income includes Export Incentives, Interest Income, Gain on sale of Investments and Net gain on foreign currency transactions and translations.

**Total Income:** Our total income comprises revenue from operations and other income.

**Total Expenses:** Company's total expenses consist of Purchases of material, Changes in inventories of Finished goods, WIP and Stock-in-trade, Employee benefit expenses, finance costs, depreciation and amortization expenses, and other expenses.

**Changes in inventories of Finished goods, WIP and Stock-in-trade:** Changes in inventories consists of costs attributable to an increase or decrease in inventory levels during the relevant financial period in Finished goods, WIP and Stock-in-trade.

**Employee Benefits Expense:** Employee benefit expense includes Salary & Wages, Staff Welfare Expenses, Bonus, Director's Remuneration.



**Finance Cost:** Finance cost includes interest expense.

**Other expenses:** Other expenses mainly consist of Freight Outwards, Insurance charges, Software Maintenance, Travelling and conveyance expense, Consultancy charges, Security services, etc.

## **COMPARISON OF F.Y. 2025 WITH F.Y. 2024:**

### ***Revenue from Operations***

The Company's revenue from operations in the financial year 2024-25 is ₹ 9,126.53 lakhs. Out of which, Railway mobility vehicles constitutes of ₹ 4,456.04 lakhs, Power Grid equipment's constitutes of ₹ 2,831.99 lakhs, Electric Vehicles components constitutes of ₹ 1,592.22 lakhs and other miscellaneous of ₹ 246.29 lakhs. This represents ₹ 2,994.66 lakhs or 48.84% increase compared to the previous financial year's revenue from operations of ₹ 6,131.87 lakhs. The revenue increase stems from two primary drivers: sustained growth in established markets, which demonstrated consistent year-over-year expansion, and successful penetration into previously untapped markets across both domestic and international territories.

### ***Other Income***

Other Income in the financial year 2024-25 increased by ₹ 98.55 lakhs or by 52.54%, reaching ₹ 286.11 lakhs in comparison to the ₹ 187.56 lakhs earned in the Financial Year 2023-24. The increase was majorly attributable to an increase in export incentives by ₹ 38.93 lakhs, increase due to net gain on foreign exchange transactions by ₹ 33.73 lakhs, increase in sale of scrap by ₹ 22.33 lakhs and gain on sale of investments of ₹ 15.96 lakhs.

### ***Consumption and Manufacturing expenses***

Consumption and Manufacturing expenses for the financial year 2024-25 amounted to ₹ 4,281.54 lakhs constituting 45.49% of total income.

### ***Changes in inventories of Finished goods, WIP and Raw materials***

There was an increase of ₹ 56.38 lakhs for Fiscal 2025 as compared to a decrease of ₹ 171.27 lakhs for Fiscal 2024, primarily attributable to a higher inventory of Finished goods at the end of Fiscal 2025.

### ***Employee Benefits Expenses***

Employee benefit expenses in the Financial Year 2024-25 increased by 31.61%, reaching ₹ 981.50 lakhs in comparison to the ₹ 745.78 lakhs incurred in the Financial Year 2023-24. This rise in employee expenses primarily stemmed from increases in salaries and wages, which went up by ₹ 216.94 lakhs.

### ***Finance Costs***

Finance Costs in the Financial Year 2024-25 increased by 43.04%, reaching ₹ 69.37 lakhs in comparison to the ₹ 48.49 lakhs incurred in the Financial Year 2023-24. This rise in finance costs primarily stemmed from increase in Interest expense on loans from financial institutions which grew by ₹ 26.41 lakhs due to additional loan taken during the year.

### ***Depreciation and amortization expenses***

Depreciation and amortization in the Financial Year 2024-25 increased by 20.91%, reaching ₹ 249.22 lakhs in comparison to the ₹ 206.12 lakhs incurred in the Financial Year 2023-24. The increase in depreciation was primarily due to addition of the assets.

### ***Other Expenses***

Other expenses in the Financial Year 2024-25 increased by 30.48%, reaching ₹ 1,713.18 lakhs in comparison to the ₹ 1,313.01 lakhs incurred in the Financial Year 2023-24. This rise in other expenses was primarily attributed to several factors, including ₹ 129.02 lakhs increase in Job Work Charges, ₹ 107.32 lakhs increase in Labour Charges, ₹ 25.97 lakhs increase in Insurance expenses, ₹ 42.35 lakhs increase in legal and professional expenses charges and increase in freight expenses by ₹ 18.86 lakhs.

### ***Tax Expenses***

Tax expenses increased by 58.83%, reaching a total of ₹ 573.44 lakhs in the financial year 2024-25, in contrast to the ₹ 361.04 lakhs in the financial year 2023-24.

### ***Profit after Tax (PAT)***

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income and a consequent increase in total expenses as a percentage of total income. The Profit After Tax (PAT) for the financial year 2024-25 reached ₹ 1,597.18 lakhs, marking an increase from ₹ 1,048.84 lakhs in the financial year 2023-24. In the financial year 2024-25, PAT constituted 16.97% of the total income, in contrast to 16.60% in the fiscal year 2023-24. The company achieved a PAT margin of 17.50% in FY 2025 compared to 17.10% in FY 2024, representing a modest improvement of 40 basis points. This marginal enhancement can be primarily attributed to increased revenue from operations during the year, though the revenue growth was largely offset by proportional increases in operating costs. Additionally, the margin improvement was supported by higher other income, which benefited from increased export incentives on a year-over-year basis, enhanced scrap sales, and favourable gains from foreign exchange transactions.

## **COMPARISON OF F.Y. 2024 WITH F.Y. 2023:**

### ***Revenue from Operations***

The Company's revenue from operations in the financial year 2023-24 is ₹ 6,131.87 lakhs. Out of which, Railway mobility vehicles constitute of ₹ 3,351.82 lakhs, Power Grid equipment's constitutes of ₹ 1,906.91 lakhs, Electric Vehicles components constitutes of ₹ 825.04 lakhs and other miscellaneous of ₹ 48.10 lakhs. This represents ₹ 1,066.09 lakhs or 21.04% increase compared to the previous financial year's revenue from operations of ₹ 5,065.78 lakhs.

### ***Other Income***

Other Income in the financial year 2023-24 decreased by ₹ 33.77 lakhs or by 15.26%, reaching ₹ 187.56 lakhs in comparison to the ₹ 221.33 lakhs earned in the Financial Year 2022-23.

### ***Consumption and Manufacturing expenses***

Consumption and Manufacturing expenses for the financial year 2023-24 amounted to ₹ 2,705.31 lakhs constituting 42.81% of total income.

### ***Changes in inventories of Finished goods, WIP and Raw materials***

There was a decrease of ₹ 109.18 lakhs for Fiscal 2024 as compared to an increase of ₹ 62.09 lakhs for Fiscal 2023, primarily attributable to a lower inventory of Finished goods at the end of Fiscal 2024.

### ***Employee Benefits Expenses***

Employee benefit expenses in the Financial Year 2023-24 increased by 10.68%, reaching ₹ 745.78 lakhs in comparison to the ₹ 673.82 lakhs incurred in the Financial Year 2022-23. This rise in employee expenses primarily stemmed from increases in salaries and wages, which went up by ₹ 66.71 lakhs.

### ***Finance Costs***

Finance Costs in the Financial Year 2023-24 increased by 156.24%, reaching ₹ 48.49 lakhs in comparison to the ₹ 18.93 lakhs incurred in the Financial Year 2022-23. This rise in finance costs primarily stemmed from increases in Interest expense on borrowings, which went up by ₹ 20.13 lakhs and increases in Interest paid to others, which went up by ₹ 5.54 lakhs.

### ***Depreciation and amortization expenses***

Depreciation and amortization in the Financial Year 2023-24 increased by 16.82%, reaching ₹ 206.12 lakhs in comparison to the ₹ 176.44 lakhs incurred in the Financial Year 2022-23. The increase in depreciation was primarily due to addition in assets.

### ***Other Expenses***

Other expenses in the Financial Year 2023-24 increased by 27.57%, reaching ₹ 1,313.01 lakhs in comparison to the ₹ 1,029.27 lakhs incurred in the Financial Year 2022-23. This rise in other expenses was primarily attributed to several factors, including ₹ 192.80 lakhs increase in Job Work Charges, ₹ 47.75 lakhs increase in Labour Charges, ₹ 15.35 lakhs increase in Insurance expenses, ₹ 17.08 lakhs increase in Consultancy charges.

### ***Tax Expenses***

Tax expenses increased by 24.94%, reaching a total of ₹ 361.04 lakhs in the financial year 2023-24, in contrast to the ₹ 288.97 lakhs in the financial year 2022-23.

### ***Profit after Tax (PAT)***

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income and a consequent increase in total expenses as a percentage of total income. The Profit After Tax (PAT) for the financial year 2023-24 reached ₹ 1,048.84 lakhs, marking an increase from ₹ 936.86 lakhs in the financial year 2022-23. In the financial year 2023-24, PAT constituted 16.60% of the total income, in contrast to 17.72% in the fiscal year 2022-23. Company had achieved a PAT margin of 17.10% in FY 2024 as compared to 18.49% in FY 2023. This resulted in a margin contraction of 1.39% in FY 2024 as compared to FY 2023. Reason for this margin contraction in FY 2024 is decrease in foreign exchange gains, sale of MEIS Script and also not much gain on sale of property, plant & equipment.

### **Cash Flow**

The table below summaries our cash flows from our Restated Financial Information for the financial years ended in 2025, 2024, and 2023:

<b>Particulars</b>	<b>FY 2025</b>	<b>FY 2024</b>	<b>FY 2023</b>
Net cash (used in)/ Generated from operating activities	701.08	356.80	538.16
Net cash (used in)/ Generated from investing activities	(512.26)	(487.02)	(643.16)
Net cash (used in)/ Generated from finance activities	(129.44)	180.94	(139.58)
Net increase/ (decrease) in cash and cash equivalents	59.39	50.72	(244.58)
Cash and Cash Equivalents at the beginning of the period	94.96	70.61	394.86
Cash and Cash Equivalents at the end of period	94.25	94.96	70.61

### ***Cash Flow from / (used in) Operating Activities***

Net cash generated from operating activities in the Fiscal 2025 was ₹ 701.07 lakhs and our profit before tax for that period was ₹ 2,170.62 lakhs. The difference was primarily attributable to depreciation of ₹ 249.22 lakhs, Interest expense of ₹ 69.37 lakhs, and thereafter change in working capital of ₹ (1,198.30) lakhs respectively, resulting in gross cash generated from operations at ₹ 1,256.54 lakhs. We have income tax paid of ₹ 555.47 lakhs.

Net cash generated from operating activities in the Fiscal 2024 was ₹ 356.80 lakhs and our profit before tax for that period was ₹ 1,409.89 lakhs. The difference was primarily attributable to depreciation of ₹ 206.12 lakhs, Interest expense of ₹ 48.49 lakhs, and thereafter change in working capital of ₹ (884.62) lakhs respectively, resulting in gross cash generated from operations at ₹ 719.71 lakhs. We have income tax paid of ₹ 362.91 lakhs.

Net cash generated from operating activities in the Fiscal 2023 was ₹ 538.17 lakhs and our profit before tax for that period was ₹ 1,225.84 lakhs. The difference was primarily attributable to depreciation of ₹ 176.44 lakhs, Interest expense of ₹ 18.93 lakhs, and thereafter change in working capital of ₹ (597.07) lakhs respectively, resulting in gross cash generated from operations at ₹ 830.09 lakhs. We have income tax paid of ₹ 291.92 lakhs.

### ***Cash Flow from / (used in) Investing Activities***

In the Fiscal 2025, our net cash used in investing activities was ₹ (512.26) lakhs, which was primarily for Purchase of PPE of ₹ (1,335.98) lakhs, Decrease in Investments of ₹ 678.30 lakhs, Sale of PPE of ₹ 21.10 lakhs, Interest received of ₹ 51.38 lakhs and capital investment subsidy of ₹ 66.72 lakhs during the said period.

In the Fiscal 2024, our net cash used in investing activities was ₹ (487.02) lakhs, which was primarily for Purchase of PPE of ₹ (455.92) lakhs, Increase in Investments of ₹ (161.78) lakhs, Sale of PPE of ₹ 12.65 lakhs and Interest received of ₹ 60.94 lakhs during the said period.

In the Fiscal 2023, our net cash used in investing activities was ₹ (643.16) lakhs, which was primarily for Purchase of PPE of ₹ (254.76) lakhs, Increase in Investments of ₹ (545.29) lakhs, Interest received of ₹ 12.48 lakhs and capital investment subsidy of ₹ 43.72 lakhs during the said period.

### ***Cash Flow from / (used in) Financing Activities***

In the Fiscal 2025, our net cash generated from financing activities was ₹ (129.44) lakhs. This was primarily due to proceeds from borrowings of ₹ 148.96 lakhs, repayment of borrowings of ₹ (270.14) lakhs, dividend expense of ₹ (83.80) lakhs and interest expense of ₹ (69.37) lakhs.

In the Fiscal 2024, our net cash generated from financing activities was ₹ 180.94 lakhs. This was primarily due to proceeds from borrowings of ₹ 322.64 lakhs, dividend expense of ₹ (74.99) lakhs and interest expense of ₹ (48.49) lakhs.

In the Fiscal 2023, our net cash generated from financing activities was ₹ (139.58) lakhs. This was primarily due to proceeds from borrowings of ₹ 44.00 lakhs, repayment of borrowings of ₹ (89.66) lakhs, dividend expense of ₹ (74.99) lakhs and interest expense of ₹ (18.93) lakhs.

### **Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

#### **1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.

#### **2. 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 identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page 33 of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

#### **3. Income and Sales on account of major product/main activities**

Income and sales of our Company mainly consists of sale of products from following segments:

(₹ in lakhs)

Segment	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue	% of Revenue	Revenue	% of Revenue	Revenue	% of Revenue
<b>Products used in</b>						
Railway Mobility Vehicles	4,456.04	48.83%	3,351.82	54.66%	2,807.74	55.43%

Segment	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue	% of Revenue	Revenue	% of Revenue	Revenue	% of Revenue
Power Grid Equipment's	2,831.99	31.03%	1,906.91	31.10%	2,140.23	42.25%
Electric Vehicles components	1,592.22	17.45%	825.04	13.45%	26.31	0.52%
Other Miscellaneous	246.29	2.70%	48.10	0.78%	91.50	1.81%
<b>Total</b>	<b>9,126.53</b>	<b>100.00%</b>	<b>6,131.87</b>	<b>100.00%</b>	<b>5,065.78</b>	<b>100.00%</b>

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 33 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**7. Total turnover of each major industry services in which the issuer company operated.**

The Company is in the business of manufacture of equipment, components and subassemblies used in traction control gear, busbars for electrical cabinets for electric locomotives and metro trainsets, solenoids for circuit breakers and switchgears, non-condenser bushings for HV Capacitors and disconnecting actuators for EVs. These parts are primarily used in railway mobility vehicles, industrial machinery, electrical measurement and control equipment, electrical power equipment, and electric vehicles. Thus, the company is engaged in one major industry only and the turnover is provided above as per the segment the company operates in. Also, the relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page 133 of this Draft Red Herring Prospectus.

**8. Status of any publicly announced new products or business services.**

Our Company has not announced any new services or business services.

**9. The extent to which business is seasonal.**

Our Company's business is not seasonal.

**10. Any significant dependence on a single or few suppliers or customers.**

The % of contribution of our Company's suppliers vis-à-vis the total revenue from operations respectively for the Fiscal 2025, 2024 and 2023 is as follows:

Particulars	Top Suppliers as a percentage (%) of total purchases		
	Fiscal 2025	Fiscal 2024	Fiscal 2023
Top 5	54.99	51.73	54.97

Top 10	69.03	63.07	63.99
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The % of contribution of our Company's customers vis-à-vis the total revenue from operations respectively for the Fiscal 2025, 2024 and 2023 is as follows:

Particulars	Top Customers as a percentage (%) of total revenue		
	Fiscal 2025	Fiscal 2024	Fiscal 2023
Top 5	63.72	60.84	66.26
Top 10	76.57	73.60	78.35

## 11. Competitive conditions.

Competitive conditions are as described under the Chapters titled "*Industry Overview*" and "*Our Business*" beginning on pages 133 and 166, respectively of this Draft Red Herring Prospectus.

## FINANCIAL INDEBTEDNESS

Our Company has availed certain vehicle loan facilities in the ordinary course of business. As of June 30, 2025, our outstanding borrowings aggregated to **₹ 135.21 lakhs**.

Set forth below, is a summary of our Company's borrowings as June 30, 2025, together with a brief description of certain significant terms of the relevant financing arrangements.

Category of borrowing	Interest (in % p.a.)	Sanctioned Amount (in Lakhs)	Outstanding amount as on June 30, 2025	Remaining Tenure (in Months)
<b>Vehicle Loans</b>				
HDFC Bank	8.80%	33.55	30.53	35
MBFS India Pvt. Ltd.	9.75%	106.53	104.68	34
<b>Total</b>	-	<b>140.08</b>	<b>135.21</b>	-

*\*As certified by peer review auditor, Baheti & Co. pursuant to their certificate dated July 14, 2025.*

### Principal terms of the borrowings availed by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness:

**Guarantee:** The vehicles acquired through financial assistance are secured against the loan amount, meaning the vehicles themselves serve as collateral, guaranteeing repayment of the financial assistance provided.

## **SECTION VII – LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*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 Offer, 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 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, (v) any litigations involving the Directors and Promoters of our Company, an adverse outcome in which shall have a material impact on the Company, and (vi) details, if any of all criminal proceedings involving our Key Managerial Personnel and Senior Management Personnel of our Company and also the actions by regulatory authorities and statutory authorities against such key managerial personnel and senior management.*

*For the purposes of this Section, the Materiality Threshold is as below, further, same as has been adopted by the Board of our Company in its meeting of board of directors held on June 16, 2025.*

*Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*

- i. two (2) percent of turnover, as per the latest audited / restated annual financial statements of the Company; or*
- ii. two (2) percent of net worth, as per the latest audited / restated annual financial statements of the our Company; or*
- iii. five (5) percent of the average of absolute value of profit or loss after tax, as per the last three audited / restated annual financial statements of the Company; or*
- iv. in the event monetary liability is not quantifiable, such pending proceeding shall be considered material if the outcome of any such pending proceedings may have a material bearing*

*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 Draft 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 Draft 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 Draft 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 Draft 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 Draft 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.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated June 16, 2025. In terms of the materiality policy, creditors (excluding banks and financial institutions from whom the Company has availed of financial facilities) of Our Company to whom amounts outstanding dues to any creditor of our Company exceeding 10% of outstanding trade payables of the Company for the last audited financial statements of the Company included in the Draft Offer Document and Offer Document., would be considered as material creditors.*

*Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved shall be uploaded and disclosed on the webpage of the Company as required under the SEBI ICDR Regulations.*

*Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

*Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.*

## **A. LITIGATION INVOLVING OUR COMPANY**

### **(a) Civil proceedings filed against our Company:**

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil proceedings filed against our Company.

### **(b) Criminal proceedings filed by our Company:**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by our Company.

### **(c) Outstanding actions by regulatory and statutory authorities against our Company:**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

### **(d) Tax Proceedings involving our Company:**

Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no outstanding tax proceedings filed by our Company.

Nature Of Proceedings	Number Of Cases	Amount Involved (₹ In Lakhs)	Status (Descriptions)
Direct Tax (Income Tax) Outstanding Demand	1	0.31	With respect to Income Tax Return filed for A.Y. 2018–19, an initial demand of ₹3,15,880 was raised under Section 143(1) on 10.06.2019, which was later rectified to NIL through orders under Section 154 dated 15.10.2019. Subsequently, scrutiny assessment under Section 143(3) was completed on 18.01.2021, and the returned income was accepted. However, a demand of ₹27,080 was raised due to non-allowance of TDS credit of ₹27,079, which was earlier acknowledged in both the intimation under Section 143(1) and the rectification orders. The TDS in question is also reflected in the assessee's Form 26AS. Thus There exist no outstanding demand against the Company and a grievance has also been raised with the Income Tax Department for the same through a letter dated 03.02.2025.
Direct Tax (Income Tax) Outstanding Demand	1	1.37	During the Financial Year 2008–09, the company deposited a cheque of Rs. 67,920 on 29.04.2009 towards payment of TDS to the Income Tax Department. However, due to a typographical error by the Bank in the TAN mentioned on the challan, the bank erroneously credited the amount to the account of the Indian Institute of Forest Management instead of the company and the same has also been acknowledged by the Bank through a letter dated 28.02.2012. Thus there is not outstanding payment demand of TDS for the Financial Year 2008-09.

**(e) Other pending material litigations against our Company:**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against our Company, which have been considered material by the Company in accordance with the Materiality Policy.

Nature of Proceedings	Number Of Cases	Amount Involved (Rs. In Lakhs)	Status (Descriptions)
Civil Proceeding	1	8.75	The case has been filed by a former workman before the Labour Court, Bhopal, bearing

			<p>Case No. 52/24/I.D.Ref., against the Company and its Factory Manager. The claimant has submitted a statement of claim seeking his reinstatement and payment of wages along with all associated benefits from August 15, 2022, alleging that he was terminated without adherence to the due process under applicable labour laws.</p> <p>The Company will be filing its Written Statement by July 23, 2025. The tentative claim amount of Rs.8,75,000 is purely provisional and subject to the adjudication. It has been calculated up to July 21, 2025, based on the relief sought by the workman in his statement of claim, and may be revised or extinguished depending on the final outcome of the proceedings.</p>
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**(f) Other pending material litigations filed by our Company:**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by our Company, which have been considered material by the Company in accordance with the Materiality Policy.

**B. LITIGATIONS INVOLVING THE DIRECTORS/PROMOTERS OF THE COMPANY**

**(a) Civil proceedings against the Directors/Promoters of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil proceedings initiated against the Directors/Promoters of our Company.

**(b) Criminal proceedings filed by the Directors/Promoters of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Directors/Promoters of our Company.

**(c) Actions by statutory and regulatory authorities against the Directors/Promoters of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors/Promoters.

**(d) Tax Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding tax proceedings initiated against the Directors/Promoters of the Company.

**(e) Other pending material litigations against the Directors/ Promoters of the Company**

As on the date of this Draft Red Herring Prospectus, there are no other pending material litigations against the Directors/Promoters.

**(f) Other pending material litigations filed by the Directors/Promoters of the Company**

As on the date of this Draft Red Herring Prospectus, there are no such outstanding litigations initiated by the Directors/Promoters, which have been considered material by the Company in accordance with the Materiality Policy.

**C. LITIGATIONS INVOLVING THE GROUP COMPANY WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, the Issuer Company does not have any Subsidiary Company. As on the date of this Draft Red Herring Prospectus, there are no such outstanding litigations involving our Group Company, which have been considered material by the Company in accordance with the Materiality Policy.

**D. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)**

**(a) Civil proceedings against the Directors (other than Promoters) of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil proceedings initiated against the Directors (other than Promoters) of our Company.

**(b) Criminal proceedings filed by the Directors (other than Promoters) of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Directors (other than Promoters) of our Company.

**(c) Actions by statutory and regulatory authorities against the Directors (other than Promoters) of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding proceedings initiated against the Directors (other than Promoters) of our Company.

**(d) Tax Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding tax proceedings initiated against the Directors (other than Promoters) of our Company.

**(e) Other pending material litigations against the Directors (other than Promoters) of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding proceedings initiated against the Directors (other than Promoters) of our Company.

**(f) Other pending material litigations filed by the Directors (other than Promoters) of our Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding proceedings initiated against the Directors (other than Promoters) of our Company.

**E. LITIGATIONS INVOLVING OUR KEY MANAGERIAL PERSONNEL AND MEMBERS OF SENIOR MANAGEMENT (OTHER THAN DIRECTORS)**

**(a) Civil/Criminal proceedings involving our Key Managerial Personnel and members of Senior Management**

As on the date of this DRHP, there are no civil/criminal proceedings involving our Key Managerial Personnel and members of Senior Management.

**(b) Other proceedings involving our Key Managerial Personnel and members of Senior Management**

One of our SMP who is the Factory Manager, has been made party in the case filed by one of the former Workman against the Company before the Labour Court, Bhopal, bearing Case No. 52/24/I.D. The same case is mentioned under heading “Other pending material litigations against our Company” in this Chapter.

**(c) Actions by regulatory authorities and statutory authorities**

As on the date of this DRHP, there are no actions against any of our Key Managerial Personnel and, or, members of Senior Management by any regulatory authority or statutory authority.

**F. LITIGATION RELATED TO OUR SUBSIDIARIES**

As on date of this Draft Red Herring Prospectus, the Issuer Company does not have any Subsidiary Company.

**OUTSTANDING DUES TO THE CREDITORS**

Our Board has, pursuant to its resolution dated September 19, 2024, approved that all other creditors of our Company to whom the amount due by our Company exceeds 10% of trade payables of our Company as on the date of latest restated financial statements of our Company shall be considered “material” creditors of our Company.

The outstanding dues owed to small scale undertakings and such other material creditors, separately, giving details of number of cases and amounts for all such dues as on March 31, 2025, is set out below:

Particulars	No. of Creditors	Amount Outstanding (amount in ₹ Lakhs)
<b>Total Outstanding dues to Material Creditors</b>	<b>2</b>	<b>48.01</b>
Outstanding dues to small scale undertakings	Nil	Nil
Outstanding dues to other creditors	42	91.12
<b>Total Outstanding dues to other than Material Creditors</b>	<b>42</b>	<b>91.12</b>
<b>Total Creditors</b>	<b>44</b>	<b>139.13</b>

For further details, refer to the section titled “*Financial Information*” on page 237 of this Draft Red Herring Prospectus.

**MATERIAL DEVELOPMENTS SINCE MARCH 31, 2025**

Except as mentioned under the section “*Management’s Discussion and Analysis of Financial Position and Result of Operation*” on page 306 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

**OTHER MATTERS**

Details of any inquiry, inspection or investigation initiated under present or previous Companies laws in last five years against the company: NIL

Disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter in the last five financial years including outstanding action: NIL

Our Company or its promoter or its directors has never been declared as a Wilful Defaulter.

## GOVERNMENT AND OTHER KEY APPROVALS

*Our Company have received the necessary consents, licenses, permissions and approvals from the Central and State Governments and various governmental agencies/ regulatory authorities/ certificate bodies required to undertake this Offer and for our present business and except as mentioned below, no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Offer or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.*

### 1) Approvals for the Proposed Offer:

1. The Board of Directors has, pursuant to a resolution passed at its Meeting held on June 16, 2025, authorized the Offer, subject to the approval of the shareholders of the Company under Section 62(1)(c) 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 Extra-ordinary general meeting held on June 19, 2025, authorized the Offer under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
3. Our Board approved this Draft Red Herring Prospectus pursuant to its resolution dated [●];
4. The Company has obtained in-principle listing approval dated [●] from NSE for using its name in this offer document for a listing of our shares on the SME Platform of the National Stock Exchange of India Limited (NSE EMERGE).
5. The Company has entered into an agreement dated September 17, 2024, with the Central Depository Services (India) Limited (“CDSL”) and Link Intime India Private Limited the Registrar and Transfer Agent for the dematerialization of its shares.
6. The Company has entered into an agreement dated September 19, 2024, with the National Securities Depository Limited (“NSDL”) and Link Intime India Private Limited, the Registrar and Transfer Agent for the dematerialization of its shares.
7. The Company’s International Securities Identification Number (“ISIN”) is INE15G001018.

The following table sets out the details of licenses, permissions, and approvals obtained under various Central and State Laws for carrying out its business.

### 2) Approvals/Licenses related to our Business Activities\*:

Sr. No.	Nature of Registration/Licence	Registration No./ Reference No./ License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	UDYAM Registration Certificate	UDYAM-MP-35-0000478	The Micro, Small and Medium Enterprises	Ministry of Micro, Small and Medium Enterprises,	October 07, 2020	Valid till Cancelled

Sr. No.	Nature of Registration/License	Registration No./Reference No./License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
			Development Act, 2006	Government of India		

### 3) Registration obtained under the Companies Act, 2013:

Sr. No.	Nature of Registration/License	Registration /License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U02422MP1983PTC002289	The Companies Act, 1956	Registrar of Companies, Gwalior, Madhya Pradesh	November 14, 1983	Valid till Cancelled
2.	Fresh Certificate of Incorporation upon Conversion from Inspros Engineering Private Limited to Inspros Engineering Limited	U02422MP1983PLC002289	The Companies Act, 2013	Registrar of Companies, Gwalior, Madhya Pradesh	July 26, 2024	Valid till Cancelled

### 4) Registration under various Tax related Acts/Rules relating

Sr. No.	Nature of Registration/License	Registration/License No.	Issuing Authority	Initial date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAACI6645N	Income Tax Department, GOI	November 14, 1983	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	BPLI00046E	Income Tax Department, GOI	November 14, 1983	Valid till Cancelled
3	Certificate of Goods & Service Tax	23AAACI6645N2ZB	Government of India	July 18, 2018	Valid till Cancelled
4	Certificate of Registration under Service Tax in the name of Inspros Engineers Private Limited	R-I/D/II/ST/MRS/02/200	Central Excise division-II, Bhopal	October 30, 2004	Valid till Cancelled
5	Certificate of Registration (for employers) for Professional Tax under Madhya Pradesh Professional Tax Act, 1995 – Unit II	79539008465	Commercial Tax Officer, Mandideep	July 13, 2016	Valid till Cancelled
6.	Certificate of Enrolment (for persons) for	78059074798	Commercial Tax Officer, Mandideep	February 02, 2017	Valid till Cancelled



Sr. No.	Nature of Registration/License	Registration/License No.	Issuing Authority	Initial date of issue	Date of Expiry
	Professional Tax under Madhya Pradesh Professional Tax Act, 1995 – Unit II				
7.	Importer- Exporter Code (IEC)	1198001984	Directorate General of Foreign Trade, Ministry of Commerce and Industry	August 19, 1998	Valid till Cancelled
8.	Legal Entity Identifier (LEI) Certificate	984500A2F6D4SE5NJF42	India LEI, LEI Registration Agent	July 02, 2025	Valid till July 02, 2026

#### 5) Licenses/Approvals under Industrial and Labour Laws\*


Sr. No.	Nature of Registration/License	Registration/License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Employee State Insurance Corporation Registration	18-9284-64	ESI Act 1948	Employee State Insurance Corporation, Indore	November 03, 1986	Valid till Cancelled
2.	Factory License- Unit I	60/9108/RSN/2MI	Factories Act, 1948	Directorate of Industrial Safety and Health, Government of Madhya Pradesh	November 27, 2024	December 31, 2029
3.	Factory License- Unit II	155/15044/RSN/2MI/NH	Factories Act, 1948	Directorate of Industrial Safety and Health, Government of Madhya Pradesh	November 27, 2024	December 31, 2029
4.	Employee Provident Fund Registration	No- 6398	The Employee Provident Fund and Miscellaneous Provisions Act, 1952	Central Provident Fund Commissioner Madhya Pradesh	November 27, 1989	Valid till Cancelled

#### 6) Other Business-related Approvals

Sr. No.	Description	Registration No./ License No./Application No.	Authority	Date of Issue	Date of Expiry
1.	Consent to Operate under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Consent No-215/SWS/MPPCB/2007	M.P Pollution Control Board, Mandideep	December 11, 2007	Valid till Cancelled
2.	Consent to Operate under Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974	Consent No-213/SWS/MPPCB/2007	M.P Pollution Control Board, Mandideep	December 11, 2007	Valid till Cancelled
3.	Consent to Establish for expansion under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Consent No- CTE 00720	M.P Pollution Control Board, Mandideep	April 11, 2022	Valid till Cancelled
4.	ISO 9001: 2015 – Unit I & Unit 2	IND.24.1910/IM/U	Quality Management System	September 18, 2018	September 17, 2027
5.	ISO 14001: 2015 – Unit 1 & Unit 2	IND.24.1910/IM/U	Quality Management System	September 18, 2018	September 17, 2027
6.	ISO 45001: 2018 – Unit 1 & Unit 2	IND.24.1910/IM/U	Quality Management System	February 24, 2024	September 17, 2027
7.	Generator License under Madhya Pradesh Electricity Act and Rules 1948	3091/30/129/642	Chief Electrical Inspector, Madhya Pradesh	January 01, 2009	Valid till Cancelled
8.	Consent Order of renewal of consent under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981- Unit I	Consent No-AW-111755	M.P Pollution Control Board, Mandideep	March 21, 2023	Valid till March 31, 2028
9.	Consent Order of expanded capacity under Section 25 of the Water	Consent No-AW-101828	M.P Pollution Control Board, Mandideep	May 02, 2022	Valid till April 14, 2027

Sr. No.	Description	Registration No./ License No./Application No.	Authority	Date of Issue	Date of Expiry
	(Prevention & Control of Pollution) Act, 1974 under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 – Unit II				
10.	Verification Certificate of Legal Metrology- Unit 1	RS/446/2920/2126/ 2024	Govt. of Madhya Pradesh ,Officer of the Controller Weights and Measures (Legal Metrology)	October 16, 2024	Valid till October 16, 2025
11.	Verification Certificate of Legal Metrology- Unit 2	RS/446/2920/2127/ 2024	Govt. of Madhya Pradesh ,Officer of the Controller Weights and Measures (Legal Metrology)	October 16, 2024	Valid till October 16, 2025

## 7) Intellectual Property

Sr. No.	Particulars of the Mark	Application No.	Class	Registration/Application date	Status/Validity
1.	INSPROS	6667268	09	October 14, 2024	Formalities Check Pass
2.	INSPROS	6667269	12	October 14, 2024	Formalities Check Pass
3.		6679471	09	October 21, 2024	Formalities Check Pass

## 8) Domain Registration Details

Sr. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Creation Date	Expiry Date
1.	INSPROS.NET	GoDaddy.com LLC - 2155	January 2024	December 2027

## 9) Approvals applied for but not yet received/ Renewals made in the usual course of business:

NIL

**10) Material licenses/ approvals for which our Company is yet to apply for:**

NIL

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

#### Corporate Approvals

The Offer has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated June 16, 2025 and the Offer has been authorised by our Shareholders pursuant to a special resolution passed at their EGM dated June 19, 2025 authorised the Offer under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary. This DRHP has been approved by our Board for filing with the SEBI and the Stock Exchange pursuant to the resolution passed at its meeting held on [●]. For further details, see “*The Offer*” on page 64.

#### Offer for Sale

Each of the Selling Shareholders have, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Sr. No.	Name of Selling Shareholder	Type	Date of Selling Shareholder's Consent Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale <sup>(1)(2)</sup>	% of the pre-Offer paid-up Equity Share capital
1.	Vipin Mullick	Promoter Selling Shareholder	June 13, 2025	92,11,257	Up to 3,75,000	54.96
2.	Janak Mullick	Promoter Group Selling Shareholder	June 13, 2025	14,93,298	Up to 7,46,000	8.91

Each of the Selling Shareholders, severally and not jointly, confirm that it is in compliance with the SEBI (ICDR) Regulations, 2018 and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus.

#### In-principle Listing Approvals

We have received in principle approval from National Stock Exchange of India Limited vide their letter dated [●] to use the name of National Stock Exchange of India Limited in the Draft Red Herring Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Offer.

#### Prohibition by SEBI or Governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors or persons in control of the Promoters or the Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Draft Red Herring Prospectus.

#### Prohibition By RBI

Neither our Company nor our Promoters, or Directors have been identified as a wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Selling Shareholders, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs' dated July 01, 2016, as updated, issued by the RBI.

### **Compliance under Companies (Significant Beneficial Owners) Rules, 2018**

Our Company, Promoters, or members of the Promoter Group severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus. Further, in view of the General Circular No. 07/2018 dated *September 06, 2018* and General Circular No. 08/2018 dated *September 10, 2018* issued by the Ministry of Corporate Affairs, Government of India ("MCA"), our Company, our Promoters and our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

### **Confirmations**

1. Our Company, our Promoters and Promoter's Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI in the past five years.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.
4. That there are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

### **Directors associated with the Securities Market**

None of our Directors are, in any manner, associated with securities market. Further there has been no outstanding actions initiated by the SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus except as stated under the chapters titled "*Risk factors*", "*Our Promoter and Promoter Group*" and "*Outstanding Litigations and Material Developments*" beginning on page 33, 230 and 317 respectively, of this Draft Red Herring Prospectus.

### **Eligibility for the Offer**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Offer as:

- Neither our Company, nor any of its Promoters or Selling Shareholders, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, Selling Shareholders, nor any Directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters, Selling Shareholders, nor any of our directors are declared as Fugitive Economic

Offender.

- Neither our Company, nor our Promoters, Selling Shareholders, relatives (as defined under the Companies Act, 2013) of our Promoters nor our directors, are Wilful Defaulters or a fraudulent borrower.

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post Offer face value paid-up capital shall be up to ₹ 1,000 lakhs can issue Equity Shares to the public and propose to list the same on the EMERGE Platform of National Stock Exchange of India Limited.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

**(a) The Issuer should be a company incorporated under the Companies Act 1956/2013.**

Our Company was incorporated on November 14, 1983 under the Companies Act, 1956.

**(b) The post offer paid up capital of the company (face value) shall not be more than ₹ 25.00 Crores.**

The present paid-up capital of our Company is ₹ 16,75,93,400 and we are proposing offer up to 58,21,000 equity shares of face value of ₹ 10 each (“**equity shares**”) of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“**offer price**”) aggregating up to ₹ [●] lakhs. Hence, our Post offer Paid up Capital will be approximately ₹ [●] Lakh which will be less than ₹ 25 Crore.

**(c) Track Record**

Our Company was incorporated as private limited Company under the name “Inspros Engineers Private Limited”, under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Madhya Pradesh, Gwalior on November 14, 1983. Subsequently, the status of our Company was changed to public limited, and the name of our Company was changed to “Inspros Engineers Limited” vide Special Resolution dated May 02, 2024. The fresh certificate of Incorporation consequent to conversion was issued on July 26, 2024 by the Registrar of Companies, Central Processing Centre. According to that, our Company has a track record of three as on date of filing of this Draft Red Herring Prospectus.

**(d) Operating Profits from Operations and Net-worth**

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth as on March 31, 2025 is ₹ 7,187.81 lakhs.

Our Company’s net worth and Operating profits from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Draft Red Herring Prospectus for the last three Fiscals i.e. March 31, 2025, March 31, 2024, and March 31, 2023 are set forth below:

**From Restated Financial Statements**

(₹ in Lakhs)

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
Profit Before Tax	2,170.62	1,409.89	1,225.84
Add: Depreciation	249.22	206.12	176.44
Add: Interest*	60.84	41.54	15.88
Less: Other Income	286.11	187.56	221.33

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
Operating Profit (earnings before interest, depreciation and tax)	2,194.58	1,470.00	1,196.83

\*Interest – Only interest costs are considered out of total finance costs for the computation of eligibility

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
Share Capital	1,675.93	9.99	9.99
Add: Reserves & Surplus	5,511.87	5,452.54	4,459.41
<b>Net Worth</b>	<b>7,187.81</b>	<b>5,462.54</b>	<b>4,469.41</b>

- (e) **The company/entity should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.**

(₹ in lakhs)

Particulars	As on March 31, 2025	As on March 31, 2024	As on March 31, 2023
Cash flow from operating	701.07	356.80	538.17
Less: Purchase of FA (Net)	1,314.88	443.27	165.01
Add: Net Borrowings	(121.18)	304.43	(45.66)
Less: Interest (Net of tax)*	45.26	30.89	12.06
<b>FCFE</b>	<b>(780.26)</b>	<b>187.06</b>	<b>315.44</b>

\* Interest – Only interest costs are considered out of total finance costs for the computation of eligibility. Also, Deferred tax has not been considered for the computation of net of tax value.

\* As certified by Baheti & Co., Chartered Accountant by way of their certificate dated June 16, 2025.

- (f) **The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

- (g) **Company shall mandatorily have a website.**

Our Company has a live and operational website- [www.inspors.net](http://www.inspors.net)

- (h) **Other Listing Conditions:**

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer.
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- We ensure that except Vigor Plast India Limited, NewGen IT Technologies Limited and Earthood Services Limited (Withdrawn) the Merchant Banker involved in the IPO doesn't have any other instances their IPO draft Offer document filed with the Exchange being returned or withdrawn in the past 6 months from the date of application.
- Our company has facilitated trading in demat securities and has entered into an agreement with both the



depositories

- vi. There has been no change in the Promoters of the Company in the preceding one year from date of filing application to NSE for listing on NSE EMERGE.

**(i) Disclosures**

We confirm that:

- a) We have Disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group Company(ies), subsidiaries companies promoted by the promoters/promoting Company(ies) of the applicant Company in the Draft Red Herring Prospectus.
- b) There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting Company(ies), Company(ies), companies promoted by the promoters/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- c) We have Disclosed the details of the applicant, Promoters/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the promoters/promoting Company(ies) litigation record, the nature of litigation, and status of litigation, For details, please refer the chapter "*Outstanding Litigation & Material Developments*" on page 317 of this Draft Red Herring Prospectus.
- d) 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 our company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter "*Outstanding Litigation & Material Developments*" on page 317 of this Draft Red Herring Prospectus.
- e) Except Inspros Engineers Limited (Returned by NSE) and Vigor Plast India Limited, NewGen IT Technologies Limited, Earthood Services Limited (Withdrawn), none of the Issues managed by BRLM were returned / withdrawn in last six months from the date of this Draft Red Herring Prospectus.
- f) There is no winding up petition against the Company, which has been admitted by the National Company Law Tribunal (NCLT) / any court or a liquidator has not been appointed.

**As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:**

- The Draft 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 NSE EMERGE platform. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
  - a. Tripartite agreement dated September 19, 2024 with NSDL, our Company and Registrar to the Offer;
  - b. Tripartite agreement dated September 17, 2024 with CDSL, our Company and Registrar to the Offer;
  - c. The Company's shares bear an ISIN: INE15G001018.

- The entire pre-offer capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be offered pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoter will be in dematerialised form before opening of the offer for subscription.
- The entire fund requirement is to be funded from the proceeds of the offer, 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 amounts to be raised through the proposed offer. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter “*Objects of the Offer*” on page 100 of this Draft 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.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Offer is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting, please refer to Section titled “*General Information*” beginning on page 70 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Offer. For details of the market making arrangement, see Section titled “*General Information*” beginning on page 70 of this Draft Red Herring Prospectus.
3. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of the Red Herring Prospectus through the BRLM immediately upon registration of the Red Herring Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on the Red Herring Prospectus.
4. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the issue shall be greater than or equal to two hundred, failing which, the entire application money will be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws. We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.
5. No portion of the Net Proceeds that will be utilised for repayment / prepayment, in full or part, of certain borrowings availed by our Company, will be directly or indirectly routed to our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management.
6. In terms of Regulation 230(1) of the SEBI (ICDR) Regulations, 2018, our Company has ensured:
  - i. The size of offer for sale by selling shareholders shall not exceed twenty per cent of the total offer size.
  - ii. the shares being offered for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders’ pre-offer shareholding on a fully diluted basis.

- iii. its objects of the offer should not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

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

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTICTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE 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 THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER UNISTONE CAPITAL PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 29, 2025.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY 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 THE DRAFT RED HERRING PROSPECTUS.**

#### **Note:**

All legal requirements pertaining to the offer will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, Gwalior in terms of Section 26 and 32 of the Companies Act, 2013.

#### **Disclaimer from our Company, Directors, Selling Shareholders, and the Book Running Lead Manager**

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft 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.inspors.net](http://www.inspors.net), or the websites of the members of our Promoter Group or the Selling

Shareholders would be doing so at his or her own risk.

Each of the Selling Shareholders, severally and not jointly, is providing information in this Draft Red Herring Prospectus only in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares, and each of the Selling Shareholders, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a Selling Shareholder and its respective portion of the Offered Shares in this Draft Red Herring Prospectus.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the BRLM (Unistone Capital Private Limited) and our Company and Selling Shareholders of the Company on July 11, 2025 and as will be provided in the Underwriting Agreement dated [●], 2025 entered into among the Underwriters, the Selling Shareholders and our Company and the Market Making Agreement dated [●], 2025 entered into among the Market Maker, BRLM and our Company.

All information shall be made available by our Company, each of the Selling Shareholders (to the extent that the information pertains to itself and its respective portion of the Offered Shares) 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, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, 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 issue, 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 Shareholders, 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.

#### **Disclaimer clause of the Selling Shareholders**

The Selling Shareholders will be severally responsible for the respective statements confirmed or undertaken by it in this Draft Red Herring Prospectus in relation to itself and its respective portion of the offered shares.

#### **Note:**

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and 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 and approvals to acquire Equity Shares of our Company. Our Company, the Selling Shareholders, the Underwriters and their respective directors, 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 in the Offer. The Book Running Lead Manager and its respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **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, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft 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 Mumbai only.

No action has been, or will be, taken to permit a public offer in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft 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 this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no 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.

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.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

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.: [●] dated [●], 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.

### **Disclaimer Clause under Rule 144A of the U.S. Securities Act, 1933**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “**Securities Act**”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues 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. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Filing of Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus with the Board and the Registrar of Companies**

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the Emerge Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

### **Listing**

Application will be made to the “National Stock Exchange of India Limited” for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated StockExchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within

8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Offer Closing Date.

### **Mechanism for redressal of investor grievances**

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchange, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI Master Circular, 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 02, 2021*, *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated *April 20, 2021* and *SEBI/HO/CFD/DIL2/P/CIR/2022/75* dated *May 30, 2022* 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. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

SEBI pursuant to its circular bearing reference number *SEBI/HO/CFD/TPD1/CIR/P/2023/140* dated *August 09, 2023* has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). 'T' being Offer closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 01, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number *SEBI/HO/CFD/TPD1/CIR/P/2023/140* dated *August 09, 2023*. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 01, 2018, June 28, 2019, November 08, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSBs or the member of the Syndicate

(in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. *CIR/OIAE/1/2013* dated *April 17, 2013* and complied with the SEBI circular *CIR/OIAE/1/2014/CIR/OIAE/1/2013* dated *December 18, 2014* in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Red Herring Prospectus.

### **Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders' Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and Offer of duplicate shares. For details, please refer to the chapter titled "*Our Management*" beginning on page 213 of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be Ten (10) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mujahid Ali, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Mujahid Ali

#### **Inspros Engineers Limited**

126 Sector-A Industrial Area Mandideep, Bhopal- 462046, Madhya Pradesh, India

**Telephone:** +91 9755032465

**Website:** [www.inspros.net](http://www.inspros.net)

**Email id:** [csigl@inspros.net](mailto:csigl@inspros.net)

Investors can contact the 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. Pursuant to the press release no. PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES".

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

The Company must obtain authentication on the SCORES and comply with the SEBI circular no. *CIR/OIAE/1/2013* dated *December 18, 2014* in relation to redressal of investor grievances through SCORES. As on the date of this Draft Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft 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 2013, 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 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Provided further that where the fraud involves an amount less than ten lakh rupees 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 fifty lakh rupees or with both.

## **Consents**

Consents in writing of: Directors, the Promoters, Promoter Selling Shareholder, Promoter Group Selling Shareholder the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Banker to the Company and (b) Book Running Lead Manager, Registrar to the Offer, the Syndicate Members\*, Bankers to the Offer/Escrow Bank\*, Public Offer Account Bank(s)\*, Sponsor Bank(s)\* and Refund Bank(s)\*, Monitoring Agency\*, Underwriter\*, Market Maker\*, Banker to the Offer\*, and Legal Advisor to the Offer, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus and Draft Red Herring Prospectus for filing with the RoC.

*\*To be obtained at the RHP stage.*

Above consents will be filed along with a copy of the Red Herring Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s Baheti & Co., Chartered Accountants, have provided their written consent to the inclusion of their (1) Examination Report on Restated Financial Statements dated June 16, 2025, (2) Restated Financial Statements dated June 16, 2025, and (3) Report on Statement of Possible Special Tax Benefits dated June 16, 2025, which may be available to the Company and its shareholders, included in this Draft 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 Draft Red Herring Prospectus.

Our Company has received written consent dated July 14, 2025 from M/s. Esen Valuers & Chartered Engineers, Independent Chartered Engineer, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013, in relation to and for the inclusion of (i) the certificate dated July 14,

2025 issued to certify the proposed capacity expansion in our current manufacturing unit; and (ii) certificate dated July 14, 2025 issued to certify the installed capacity and capacity utilization at our current manufacturing unit situated in Maharashtra. We confirm that such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus, however, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **Expert Opinion**

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

Our Company has received written consent dated June 16, 2025 from the Statutory Auditors, to include their name as required to the inclusion under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor (1) Examination Report on Restated Financial Statements dated June 16, 2025, (2) Restated Financial Statements dated June 16, 2025, and (3) Report on Statement of Possible Special Tax Benefits dated June 16, 2025, in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated July 14, 2025 from M/s. Esen Valuers & Chartered Engineers, Independent Chartered Engineer, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013, in relation to and for the inclusion of (i) the certificate dated July 14, 2025 issued to certify the proposed capacity expansion in our current manufacturing unit; and (ii) certificate dated July 14, 2025 issued to certify the installed capacity and capacity utilization at our current manufacturing unit situated in Maharashtra. We confirm that such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus, however, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **Stock Market data for our Equity Shares of our Company**

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. Thus, there is no stock market data available for the Equity Shares of our Company.

**Price information and the track record of the past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by the BRLM**

Sr. No.	Issue Name	Issue Size (₹ in Lakhs)	Issue price	Listing date	Opening price on listing date	+/- % change in closing price, [ +/- % change in closing benchmark] - 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [ +/- % change in closing benchmark] - 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [ +/- % change in closing benchmark] - 180 <sup>th</sup> calendar days from listing
<b>Main Board</b>								
1	Shree Tirupati Balajee Agro Trading Company Limited	16,965.20	83	September 12, 2024	90.00	-7.37% [-1.67%]	-6.18% [-2.94%]	-41.13% [11.39%]
2	Arkade Developers Limited	41,000.00	128	September 24, 2024	175.00	7.30% [-6.17%]	27.28% [-8.43%]	23.48% [9.98%]
3	Diffusion Engineers Limited	15,796.40	168	October 04, 2024	193.50	119.17% [-2.84%]	102.32% [-3.30%]	62.86% [-6.73%]
<b>SME Platform</b>								
1	Deccan Transcon Leasing Limited	6,505.92	108	September 24, 2024	116.00	-42.59% [-6.17%]	-46.20% [-8.43%]	-54.03% [-9.98%]
2	OBSC Perfection Limited	6,602.40	100	October 29, 2024	110.00	75.30% [-2.26%]	101.65% [-6.69%]	71.80% [0.52%]
3	Usha Financial Services Limited	9,844.80	168	October 31, 2024	164.00	-30.33% [-0.31%]	-40.57% [-4.31%]	-57.62% [0.54%]
4	Amwill Healthcare Limited <sup>(2)</sup>	5,998.00	111	February 12, 2025	88.85	-30.79% [2.81%]	-18.49% [6.53%]	-
5	Chandan Healthcare Limited	10,735.68	159	February 17, 2025	165.10	20.25% [0.23%]	9.40% [8.97%]	-
6	Arunaya Organics Limited	3,398.80	58	May 07, 2025	30.1	-43.36% [2.41%]	-	-
7	Savy Infra & Logistics Limited	6,998.40	120	July 28, 2025	136.50	-	-	-

Source: [www.nseindia.com](http://www.nseindia.com) & [www.bseindia.com](http://www.bseindia.com)

(1) NSE as Designated Stock Exchange.

(2) BSE as Designated Stock Exchange.

Notes:

- Issue size derived from Prospectus/final post issue reports, as available.
- The NIFTY 50 and BSE SENSEX 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.
- Price on NSE and BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

**Summary statement of price information of past public issues handled by Unistone Capital Private Limited**

Financial year	Total no. of IPO*	Total funds Raised (₹ in Lakhs)	Nos of IPOs trading at discount on 30 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar Day from listing date		
			Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwe en 25-50%	Less Than 25%
Main Board														
FY 2023-24	5	1,29,110.09	-	-	-	1	2	2	-	-	-	3	1	1
FY 2024-25	4	89,762.88	-	-	1	1	-	2	-	-	-	1	-	-
FY 2025-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-
SME Platform														
FY 2023-24	5	16,925.97	-	-	-	-	2	3	-	-	1	2	1	1
FY 2024-25	6	42,448.72	-	3	-	1	-	2	2	1	-	1	-	-
FY 2025-26	2	10,397.20	-	1	-	-	-	-	-	-	-	-	-	-

*\*The information is as on the date of the document. The information for each of the financial years is based on issues listed during such financial year.*

**Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the BRLM, as specified in Circular reference *CIR/MIRSD/1/2012* dated *January 10, 2012* issued by SEBI, please see the website [www.unistonecapital.com](http://www.unistonecapital.com)

### **Previous issues of equity shares otherwise than for cash**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 82 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

### **Previous Rights and Public Issues**

Except as stated in the section titled “*Capital Structure*” beginning on page 82 of this Draft Red Herring Prospectus, we have not made any previous rights and/or public issues during last 5 years and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is first “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

### **Listed ventures of Promoters**

There are no listed ventures of our Company or of our Promoters as on date of filing of this Draft Red Herring Prospectus.

### **Commission and Brokerage on Previous Issues**

Since this is the initial public offer of the Equity Shares by our 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 our Equity Shares in the last 5 years.

### **Capital Offer during the Previous Three Years by Issuer Company and Listed Group Companies / Subsidiaries / Associates**

Neither our Company nor our Group Company/Associates have undertaken any capital offer or any public or rights Issue in the last three years preceding the date of this Draft Red Herring Prospectus. Further, as of the date of this Draft Red Herring Prospectus our Company has no listed subsidiary.

### **Performance Vis-A-Vis Objects for our Company and/or Listed Subsidiary Company and/or Listed Promoters Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations and this Offer is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on the date of this Draft Red Herring Prospectus our Company has no listed corporate promoters and no listed subsidiary company.

### **Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

### **Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

### **Other Confirmation**

We confirm that there are no findings/observations of any regulators that are material, and which need to be disclosed or nondisclosure of which may have bearing on the investment decision. It is further confirmed that our Company has not received any findings/observations from SEBI, as on date.

## SECTION VIII – OFFER RELATED INFORMATION

### TERMS OF THE OFFER

The Equity Shares being allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/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 offered from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, 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 FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Offer.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019*, and the circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated *March 30, 2020* (together, the “**UPI Circular**”) Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the offer and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the offer and Depository Participants as and when the same is made available.

### Authority for the Offer

#### Corporate Approvals:

This Offer has been authorized by a resolution of the Board passed at their meeting held on June 16, 2025, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the offer by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on June 19, 2025.

#### Offer for Sale:

Each of the Selling Shareholders have, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Sr. No.	Name of Selling Shareholder	Type	Date of Selling Shareholder's Consent Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale <sup>(1)(2)</sup>	% of the pre-offer paid-up Equity Share capital
1.	Vipin Mullick	Promoter Selling Shareholder	June 13, 2025	92,11,257	Up to 3,75,000	54.96

Sr. No.	Name of Selling Shareholder	Type	Date of Selling Shareholder's Consent Letter	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale <sup>(1)(2)</sup>	% of the pre-Offer paid-up Equity Share capital
2.	Janak Mullick	Promoter Group Selling Shareholder	June 13, 2025	14,93,298	Up to 7,46,000	8.91

Each of the Selling Shareholders, severally and not jointly, confirm that it is in compliance with the SEBI (ICDR) Regulations, 2018 and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus.

### Ranking of Equity Shares

The Equity Shares being offered shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning from page 403 of this Draft Red Herring Prospectus.

### Mode of Payment of Dividend

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. For further details, refer to the section “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 236 and 403 respectively of this Draft Red Herring Prospectus.

### Face Value, Offer price, Floor Price, and Price Band

The face value of each Equity Share is ₹ 10 and the offer price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in all edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper, Hindi being the regional language of Madhya Pradesh, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading the same on their 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 at the website of the Stock Exchange. The offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the 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.

### The offer

The Offer comprises a Fresh issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and each of the Selling Shareholders in the manner specified in “*Objects of the Offer*” on page 100 of this Draft Red Herring Prospectus.

### **Compliance with SEBI (ICDR) Regulations, 2018**

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:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing 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, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 403 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013 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:

- a. Tripartite agreement dated September 19, 2024, with NSDL, our Company and Registrar to the Offer;
- b. Tripartite agreement dated September 17, 2024, with CDSL, our Company and Registrar to the Offer;
- c. The Company’s shares bear an ISIN: INE15G001018.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in dematerialised form, the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* and the same may be modified by NSE 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 subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**



In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of offer.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai.

The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the “**Securities Act**”) or any state securities laws in the United States and may not be Offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Offered and sold outside the United States in compliance with Regulation S of the 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. 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(3) 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 accordance with Section 72(4) of the Companies Act, 2013, 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.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such a transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors 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 ninety days, the Board of Directors 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 only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination,

they are requested to inform their respective Depository Participant.

## Withdrawal of the Offer

Our Company, the Selling Shareholders in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Fresh Issue, and the Selling Shareholders, severally and not jointly, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of their 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, 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/Offer Program

<b>BID/OFFER OPENS ON</b>	[●]day, [●], 2025
<b>BID/OFFER CLOSSES ON</b>	[●]day, [●], 2025

The Anchor Investor Bid/ Offer Period will be one Working Day prior to the Bid/ Offer Opening Date i.e., [●], in accordance with the SEBI ICDR Regulations.

- In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the Offer shall be open after at least three working days from the date of filing the Red Herring Prospectus with the Registrar of Companies.*
- In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public offer shall be kept open for at least three working days and not more than ten working days.*
- In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the issuer shall extend the bidding (Offer) period disclosed in the Draft red herring prospectus, for a minimum period of three working days, subject to the provisions of sub regulation (1) is not applicable to our company as this is fixed price issue.*
- In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the Offer period disclosed in the Draft Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub- regulation 266(1).*

An indicative timetable in respect of the offer is set out below:

Event	Indicative Date
Offer Opening Date*	[●] day, [●], 2025
Offer Closing Date**^	[●] day, [●], 2025
Finalization of Basis of Allotment with NSE	On or about, [●] day, [●], 2025
Initiation of Refunds / unblocking of funds from ASBA Account*	On or about, [●] day, [●], 2025
Credit of Equity Shares to demat account of the Allottees	On or about, [●] day, [●], 2025
Commencement of trading of the Equity Shares on NSE	On or about, [●] day, [●], 2025

\* The Company and Selling Shareholders may, in consultation with the Book Running Lead Manager, 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.

\*\* Our Company and Selling Shareholders may in consultation with the BRLM, 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.

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

*# In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four 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 BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable*

**The above timetable is indicative and does not constitute any obligation 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 NSE is taken within three Working Days from the Offer Closing Date, the time table may change due to various factors, such as extension of the Offer Period by our Company 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.**

SEBI is in the process of streamlining and reducing the post offer timeline for initial public offer and has through its circular *SEBI/HO/CFD/TPD1/CIR/P/2023/140* dated *August 09, 2023*, reduced the time period for listing of shares in public offer from existing 6 days to 3 days. The revised timeline of T+3 days shall be made applicable in two phases i.e., voluntary for all public offers opening on or after September 1, 2023, and mandatory on or after December 01, 2023. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

In terms of the UPI Circulars, in relation to the offer, the BRLM will be required to submit reports of compliance with listing timelines and activities prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m.** (IST) during the Offer Period. On the Offer Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants are advised to submit their Applications one day prior to the Offer Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Offer Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Offer Closing Date, as is typically experienced in public offers, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the offer. Applications will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on 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 Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**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 Draft 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 Issue, 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 BRLM 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. Individual Bidders can revise or withdraw their Bid-Cum-Application Forms prior to the Bid/ Offer Closing Date. Allocation to 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 and Promoter Selling Shareholders, 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 BRLM 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 three Working Days, 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.

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Offer) period disclosed in the Draft Red Herring Prospectus (in case of a book built offer) or the Offer period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of three working days, subject to the Bid/ Offer Period not exceeding 10 working days.**

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four 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.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on 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 Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 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	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 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 BRLM 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.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) during the Bid / Offer Period (except on the Bid / Offer Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

On the Bid / Offer Closing Date:

- (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 Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Individual Applicants can revise or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the 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 Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

### **Minimum Subscription**

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten, so this Offer is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “*General Information*” beginning on page 69 of this Draft Red Herring Prospectus.

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Offer through this Offer Document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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.

*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 Draft 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.*

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI Circular No. *CIR/MRD/DSA/06/2012* dated *February 21, 2012*. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, 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 EMERGE platform of NSE.

### **New Financial Instruments**

As on the date of this Draft 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.

### **Market Making**

The shares offered through this offer are proposed to be listed on the NSE EMERGE (SME Platform of NSE) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 69 of this Draft Red Herring Prospectus.

### **Option to receive Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

### **Restrictions, if any on transfer and transmission of Equity Shares**

Except for lock-in of the pre- offer Equity Shares and Promoter’s minimum contribution in the Offer as detailed in the chapter “*Capital Structure*” beginning on page 82 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 403 of this Draft Red Herring Prospectus.

*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 the Draft Red Herring Prospectus.*

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Offer face value capital more than ten crores rupees and up to twenty-five crore rupees. The Company shall offer 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 EMERGE Platform of NSE). For further details regarding the salient features and terms of such this Offer, please see the chapters titled “*The Offer*” and “*Offer Procedure*” beginning on page 64 and 362 respectively, of this Draft Red Herring Prospectus.

### Offer Structure

Our Company is proposing a public offer up to 58,21,000 Equity Shares of face value of ₹ 10 each of face value ₹ 10 each (“**Equity Shares**”) of our Company for cash at a price of ₹ [●]/- per equity share (including a securities premium of ₹ [●]/- per Equity Share) (the “**Offer Price**”), aggregating up to ₹ [●] lacs (“**Offer**”), comprising a fresh issue of up to 47,00,000 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] lakhs (the “**Fresh Issue**”) and an offer for sale of up to 11,21,000 Equity Shares of face value of ₹ 10 each comprising of an offer up to 3,75,000 Equity Shares of face value of ₹ 10 each by Vipin Mullick and up to 7,46,000 Equity Shares of face value of ₹ 10 each by Janak Mullick (the “**Selling Shareholders**”) (“**Offer For Sale**”) aggregating to ₹ [●] lakhs, out of which [●] Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] lakhs will be reserved for subscription by market maker (“**Market Maker Reservation Portion**”). The offer less the Market Maker Reservation Portion i.e. Offer up to [●] Equity Shares of face value of ₹ 10 each at an Offer Price of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is hereinafter referred to as the “**Net Offer**”. The Offer and the Net Offer will constitute [●]% and [●]%, respectively of the post Offer paid up equity share capital of the Company.

The Offer is being made through the Book Building Process. For further details, please refer chapter titled “*Terms of the Offer*” on page 347 of this Draft Red Herring Prospectus.

Particulars <sup>(2)</sup>	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Individual Bidders	Market Maker
<b>Number of Equity Shares*</b>	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares	Up to [●] Equity Shares
<b>Percentage of Offer Size Available for allocation</b>	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may 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. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Offer  (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs;  (b) two third of the portion available to non-institutional	Not less than 35% of the Net Offer	[●]% of the Offer size



Particulars <sup>(2)</sup>	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Individual Bidders	Market Maker
	Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.	investors shall be reserved for applicants with application size of more than ₹10 lakhs:  Provided that the unsubscribed portion in either of the subcategories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of noninstitutional investors.		
<b>Basis of Allotment / Allocation if respective category is oversubscribed<sup>(3)</sup></b>	Proportionate as follows:  a) Up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and  b) Up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above  Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares.	Proportionate basis subject to minimum allotment of [●] Equity Shares.	Firm Allotment

Particulars <sup>(2)</sup>	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Individual Bidders	Market Maker
	at or above the Anchor Investor Allocation Price.			
<b>Mode of Bid</b>	Only through the ASBA process. (Except for Anchor investors)	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment	Only through the ASBA Process
<b>Minimum Bid Size</b>	[●] Equity Shares of Face Value of ₹ 10.00 each	Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds ₹ 2,00,000	Such number of Equity Shares in multiple of [●] Equity Shares of face value of ₹10 each that the Application size exceeds ₹ 2,00,000. (Minimum Application size i.e. [●] X 2 lots)	[●] Equity Shares of Face Value of ₹ 10.00 each
<b>Maximum Bid Size</b>	Not exceeding the size of the Offer, subject to limits as applicable to the Bidder	Not exceeding the size of the Offer, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiple of [●] Equity Shares of face value of ₹10 each that the Application size exceeds ₹ 2,00,000. (Minimum Application size i.e. [●] X 2 lots)	[●] Equity Shares
<b>Trading Lot</b>	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
<b>Terms of Payment</b>	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup> In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism (for IBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹ 2 lakhs and up to ₹ 5 lakhs, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form.			

*\*Assuming full subscription in the Offer*

1. *This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*
2. *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, 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. *Our Company may, in consultation with the BRLM, may 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 or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Offer Procedure" on page 362.*
5. *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. For further details please refer to the section titled "Offer Procedure" beginning on page 362 of the Draft Red Herring Prospectus.*

**In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.**

In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including individual applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.

### **Withdrawal of the Offer**

The Company and Selling Shareholders, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Offer Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Offer is also subject to obtaining the following:

1. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares offered through this offer on its SME Platform, which the Company shall apply for after Allotment and,
2. In case, the Company wishes to withdraw the offer after offer opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.
3. The Book Running Lead Manager, through the Registrar to the offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be offered in the same newspapers where the pre-offer advertisements have appeared, and the Stock Exchange will also be informed promptly.
4. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public issuing of Equity Shares, our Company will file a fresh Offer Document with the stock exchange where the Equity Shares may be proposed to be listed.

## Offer Programme

<b>OFFER OPENING DATE</b>	[●] day, [●], 2025
<b>OFFER CLOSING DATE</b>	[●] day, [●], 2025

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form.

Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public offers, some applications may not get uploaded due to lack of sufficient time. Such applications 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 holiday).

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Offer Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in our Company with the SCSBs, to the extent applicable.*

## Lot Size

SEBI vide circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 (“Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Offer price (in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to offer in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## OFFER PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and the UPI Circulars, notified by SEBI (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public offers in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchange, the Company and the Book Running Lead Manager before opening of the offer. Please refer to the relevant provisions of the General Information Document which are applicable to this offer.*

*Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) Designated Date; (ix) disposal of Applications; (x) submission of Application Form; (xi) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall be not less than 50% of the Net Issue who applies for minimum application size, The allotment to each Individual Investors (who applies for minimum application size) shall not be less than the minimum application size applied by such individual investors (who applies for minimum application size), subject to availability of Equity Shares in the Individual Investor Portion and the remaining available Equity Shares, shall be allocated to individual investors other than individual investors who applies for minimum application size and investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.*

*Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, our Company shall ensure that the minimum application size shall be two lots per application:*

*“Provided that the minimum application size shall be above ₹ 2 lakhs.”*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 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 01, 2019, the UPI Mechanism for Individual Investors 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.*

*With effect from July 01, 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 IIs 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 offers, 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 IBs (“UPI Phase III”), as may be prescribed by the SEBI. Pursuant to*

*SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public offers opening on or after September 01, 2023, and mandatory for public offers opening on or after December 01, 2023 (“T+3 Circular”). This Draft Red Herring Prospectus has been drafted in accordance with UPI Phase II framework and also reflects additional measures for streamlining the process of initial public offers. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing conditions at the time of the opening of the Offer.*

*Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022, all individual bidders in initial public offers (opening on or after May 01, 2022) whose application sizes are up to ₹ 5,00,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 01, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.*

*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 offers (opening on or after September 01, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

*In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 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. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four 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. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days.*

*Our Company, the Selling Shareholders and the BRLM, 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 Draft 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 and BRLM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.*

## **PART A**

### **Book Built Process**

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the

Offer shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% 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, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from 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 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, 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 BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, 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 dematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable law.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press release dated June 25, 2021, and September 17, 2021.**

#### **Phased implementation of UPI for Bids by IBs as per the UPI Circulars**

SEBI has issued the UPI Circulars in relation to streamlining the process of public offer of, inter alia, equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to 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 IBs through Designated Intermediaries with the objective to reduce the time duration from public offer closure to listing from six Working Days to up to three 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 and implemented the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 01, 2019, until March 31, 2019, or floating of five main board public offers, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an IB 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 six Working Days.

**Phase II:** This phase has become applicable from July 01, 2019, and was to initially continue for a period of three months or floating of five main board public offers, whichever is later. SEBI, vide its circular no. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019*, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020.

Subsequently, 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 until further notice. Under this phase, submission of the ASBA Form by IBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public offer closure to listing continues to be six Working Days during this phase.

**Phase III:** Pursuant to SEBI circular no. *SEBI/HO/CFD/TPD1/CIR/P/2023/140* dated *August 09, 2023*, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public offers opening on or after September 01, 2023; and (ii) mandatory on or after December 01, 2023. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Circular, once Phase III becomes applicable, subject to any circulars, clarification or notification issued by the 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 02, 2021* and the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *April 20, 2022* (the “UPI Streamlining Circulars”), 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 finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised 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 BRLM will be required to compensate the concerned investor.

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 on compliance with SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021* read with SEBI Circular No: *SEBI/HO/CFD/DIL2/CIR/P/2021/570* dated *June 02, 2021* read with SEBI Circular No: *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated *April 20, 2022* NPCI vide circular reference no. *NPCI/UPI/OC No. 127/ 2021-22* dated *December 09, 2021*, inter alia, has enhanced the per transaction limit in UPI from more than ₹0.20 million to ₹0.50 million for UPI based ASBA in initial public offers.

All SCSBs offering facility of making application in public offers shall also provide facility to make application using UPI. Our Company will appoint two SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the BRLM.

### **Bid and Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, our Registered Office an electronic copy of the Bid cum Application Form will also be available for download on the websites of and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/ Offer Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.



ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details 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.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. For all initial public offers opening on or after September 01, 2022, as specified in SEBI vide its circular no. *SEBI/HO/CFD/DIL2/P/CIR/2022/75* dated *May 30, 2022*, the ASBA applications in public offers shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors, i.e. IB, QIB, NIB and other reserved categories and also for all modes through which the applications are processed. Since the offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (a) IBs and NIBs (other than NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (b) UPI Bidders may submit their ASBA Forms with the 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.
- (c) QIBs and NIBs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (d) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), 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 including details as prescribed in Annexure II of SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated *April 20, 2022*.

For all IPOs opening on or after September 01, 2022, as specified in SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2022/75* dated *May 30, 2022*, all the ASBA applications in public offers shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. IB, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLM.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Categories	Color*
Resident Indians, including resident QIBs, NIBs, IBs and Eligible NRIs applying on a non-repatriation basis	White

Categories	Color*
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors	White

\*Excluding Electronic Application Form

In case of ASBA Forms, the relevant Designated Intermediaries 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. 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. Stock Exchange shall 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 Exchange. Stock Exchange shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

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 the UPI Bidders, for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to the 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 UPI Bidders in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) 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 BRLM for analysing the same and fixing liability. 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 02, 2021 and SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2022/51* dated April 20, 2022. In accordance with BSE Circular No. 20220803-40 and NSE Circular No. 25/2022, each dated August 03, 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 on after 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.

Pursuant to NSE circular dated August 03, 2022, the following is applicable to all initial public offers opening on or after September 01, 2022:

- 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, registrar to the offer and depository participants shall continue till further notice.
- 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.
- Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.
- Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

An Investor, intending to subscribe to this offer, shall submit a completed application form to any of the following intermediaries (Collectively called – “**Designated Intermediaries**”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)

Sr. No.	Designated Intermediaries
3.	A stockbroker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ( <b>‘broker’</b> )
4.	A depository participant ( <b>‘DP’</b> ) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an offer and share transfer agent ( <b>‘RTA’</b> ) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as **“Intermediaries”**), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary 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 application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For application submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

## **Availability of Draft Red Herring Prospectus and Application Forms**

The Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company and Book Running Lead Manager to the offer as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE [www.nseindia.com](http://www.nseindia.com).

### **Who can apply?**

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Offers-Category of Investors Eligible to participate in an Offer”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations, and guidelines, including:

- a. Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship).
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals.
- c. Companies, corporate bodies, and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents.
- d. Mutual Funds registered with SEBI.
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this offer.
- f. Indian Financial Institutions scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable).
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion.
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares.
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI, State Industrial Development Corporations.
- k. Foreign Venture Capital Investors registered with the SEBI.
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares.
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares.
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India.
- o. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares.
- p. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares.
- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005, of Government of India published in the Gazette of India.
- r. Insurance funds set up and managed by army, navy, or air force of the Union of India.
- s. Multilateral and bilateral development financial institution.
- t. Eligible QFIs.
- u. Insurance funds set up and managed by army, navy or air force of the Union of India.
- v. Insurance funds set up and managed by the Department of Posts, India.
- w. Any other persons eligible to apply in this offer, under the laws, rules, regulations, guidelines, and policies applicable to them.

### **Applications not to be made by:**

- a. Minors (except through their Guardians)
- b. Partnership firms or their nominations
- c. Foreign Nationals (except NRIs)
- d. Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this offer.

## **Maximum And Minimum Application Size**

### **For Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. Our Company shall ensure that the minimum application size shall be two lots per application:

“Provided that the minimum application size shall be above ₹ 2 lakhs.”

### **For Other than Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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.

### **Basis of Allotment**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on 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).
- b) 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).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- i. Each successful applicant shall be allotted [●] Equity shares; and

- ii. 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.
- c) 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 nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
- d) If the Shares allotted 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. 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 Offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.
- e) The above proportionate allotment of shares in an offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - As the individual investor category is entitled to more than fifty percent on proportionate basis, the individual investors shall be allocated that higher percentage.
  - The balance net offer of shares to the public shall be made available for allotment to Individual applicants other than individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Individual Investor means an investor who applies for shares for a minimum application size of two lots wherein the value exceeds ₹ 2,00,000/- (including HUFs applying through their Karta and Eligible NRIs). Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer 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.

### **Participation by Associates /Affiliates of BRLM and the Market Makers**

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this offer in any manner except towers fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM/ Underwriters and Market Maker, if any may subscribe to Equity Shares in the offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the offer.

### **Bids by eligible NRIs**

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub-Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“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 SCSB to block their Non- Resident Ordinary (“**NRO**”) accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Individual Investor Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the offer.

In case of Eligible NRIs bidding under the Individual Investor Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 402 of this Draft Red Herring Prospectus.

### **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 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 by HUFs may be considered at par with Bids from individuals.

### **Bids By FPIs Including FIIs**

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ are subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. RBI on March 13, 2014, amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

### **Option to Subscribe in the Offer**

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.

Copies of the Application Form along with Abridged Prospectus and copies of the Draft Red Herring

Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Draft Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office.

Applicants who are interested in subscribing for Equity Shares should approach Designated Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. Individual Applicants have to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the offer will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

### **Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

### **Applications by eligible NRIs on Repatriation Basis**



Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of offer of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 04, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants.

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.

- a. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer, 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 that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and such offshore derivative instruments are issued after

compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014, issued by the SEBI, FPIs are permitted to offer offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further offer or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under 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.

### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investors can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offer of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company and BRLM will not be responsible for loss, if any, incurred by the Applicant.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians

of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

### **Applications by Insurance Companies**

In the case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the “**IRDAI Investment Regulations**”), as amended (the “**IRDA Investment Regulations**”), are broadly set forth below:

- i. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer.
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- iii. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.
- iv. The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,00,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,00,000.00 million or more but less than ₹ 25,00,000.00 million.

Insurance companies participating in this offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs, 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 must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of

the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2,500 Lakhs and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager may deem fit.

#### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for, or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Red Herring Prospectus.

#### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services companies cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Applications by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012, and January 02, 2013. 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 with the IRDA, a certified copy of certificate of registration issued by IRDA must SCSBs. Further, such an 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.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications 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 and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systematically 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. Offer Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* all the Applicants 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 Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA 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 [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 200 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 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.
- 5) Our Company in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to Rupees Two Crore.

- b. minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than Rupees Two crore but up to Rupees Twenty-Five crore, subject to a minimum Allotment of Rupees One Crore per Anchor Investor; and
  - c. in case of allocation above Rupees Twenty-Five crore under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to Rupees Twenty-Five Crore, and an additional 10 Anchor Investors for every additional Rupees Twenty-Five Crore, subject to minimum allotment of Rupees One Crore 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 will be made available in the public domain by the BRLM 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 Offer price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer price is lower than the Anchor Investor Allocation Price, the Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer price.
  - 9) One half 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.
  - 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM, or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

### **Method and Process of Applications**

- 1) The Designated Intermediaries shall accept applications from the Applicants during the Offer Period.
- 2) The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.
- 3) During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- 4) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this offer.
- 5) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs,

where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	<b>After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.</b>
<b>For applications submitted by investors to intermediaries there than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	<p><b>After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</b></p> <p><b>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</b></p>

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdraw/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Offer Account. In case of withdrawal/ failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

### **Terms of payment**

The entire offer price of ₹ [●] per 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 Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the 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-Individual Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer 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 Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public offer 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 SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the offer, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the offer or rejection of the ASBA Application, as the case maybe.

### **Maximum and Minimum Application Size**

The applications in this offer, being a Book Built offer, will be categorized into two, For Individual Applicants. The Application must be for a minimum application size of two lots wherein amount exceeds more than ₹ 2,00,000.

### **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the offer less total number of specified securities offered in the offer to qualified institutional buyers.



Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Pre-Offer Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer 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 SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Draft Red Herring Prospectus with the RoC, publish a pre-offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for does not exceed the prescribed limits under applicable laws or regulations.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications 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 Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. The applications accepted by them,

- ii. The applications uploaded by them.
  - iii. The applications accepted but not uploaded by them or with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the 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 Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
- i. The applications accepted by any Designated Intermediaries
  - ii. The applications uploaded by any Designated Intermediaries or
  - iii. 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 Offer 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 Applicants, 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 Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchange shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
- Name of the Applicant.
  - IPO Name:
  - Application Form Number.
  - Investor Category.
  - PAN (of First Applicant, if more than one Applicant).
  - DP ID of the demat account of the Applicant.
  - Client Identification Number of the demat account of the Applicant.
  - Number of Equity Shares Applied for.
  - Bank Account details.
  - Locations of the Banker to the offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained, and Bank account number.

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA 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 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.

Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non-Individual Applicants and Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
11. 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 Promoters, 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 Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer 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.
13. The SCSBs shall be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**

1. The Offer is being made through the Book Built Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Individual Applicants, subject to valid applications being received from Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on proportionate basis to Non-Individual Applicants.
2. Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

4. In terms of SEBI Regulations, Non-Individual Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Offer.

### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

Our Company will enter into an Underwriting Agreement after the finalisation of the Offer price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. 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.

### **Issuance of Allotment Advice**

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the offer will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the offer. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.

The issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

### **Designated Date**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

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 4 working days of the Offer 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

### **Advertisement regarding Offer price and Draft Red Herring Prospectus**

Our Company will issue a statutory advertisement after the filing of the Draft Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

### **Minimum Subscription**

This offer is not restricted to any minimum subscription level. This offer 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 thirty days from the date of Issue of the Draft Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not receive the subscription of 100% of the Offer through this Offer document including devolvment of underwriters within Sixty Days from the date of closure of the Offer, the Issuer shall Forthwith refund the entire subscription amount

received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

## **General Instructions**

### **Do's:**

1. Check if you are eligible to apply.
2. Read all the instructions carefully and complete the applicable Application Form.
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only.
4. All Bidders should submit their Bids through the ASBA process only.
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than IIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e., to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. IIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than IBs using the UPI Mechanism) in the Application Form;
9. IBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
10. IBs 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. IBs 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*;
11. IBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Offer;
12. IBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at [https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;);
13. IBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
14. IBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;

15. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;
17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, II shall submit their bid by using UPI mechanism for payment;
18. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the 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;
19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by IIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
22. Bidders, other than IBs using the UPI Mechanism, shall ensure that they 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
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. 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 beneficiary 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;
24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. 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;
26. Ensure that the category and the investor status is indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
29. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated

Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

30. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Draft Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
36. IBs 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, an IB may be deemed to have verified the attachment containing the application details of the IB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
37. IBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Offer Closing Date.
38. IBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which IBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the IB's ASBA Account;
39. IBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Individual Investor Portion, and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer.

The 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 apply for lower than the minimum Application size.

2. Do not apply for a price different from the price mentioned herein or in the Application Form;
3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. IBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;>
5. IB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;>
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* & *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
17. 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 IB Bidders using the UPI Mechanism;

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Other instructions for the Bidders**

#### **Joint Bids**



In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### **Multiple Bids**

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

### **Investor Grievance**

In case of any pre-offer or post-offer related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

The nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In the case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- I. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Draft Red Herring Prospectus.

### **Grounds of Technical Rejections**

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public offers using the stock-broker (broker) network of Stock Exchanges, who may not be syndicate members in an offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://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 No. *CIR/CFD/POLICY CELL/11/2015* dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Applicant'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 Application Form is mandatory and applications that do not contain such details are liable to be rejected.

**Please note that furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Offer or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Application Form**

All 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 application form, in physical or electronic mode, respectively.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- i. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing date;
- ii. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured; and
- iii. 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.

### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Grounds for Rejection**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Offer;
- Applications for number of Equity Shares which are not in multiples of [●];
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in the Draft Red Herring Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;

- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Individual Applicants, not submitted through ASBA process and Applications by Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form
- For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

#### **Communications**

Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and a copy of the acknowledgement slip.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH

PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

### Equity Shares in Dematerialised Form with NSDL Or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Agreement dated September 19, 2024, among NDSL, the Company and the Registrar to the Offer; and

Agreement dated September 17, 2024, among CDSL, the Company and the Registrar to the Offer.

The Company's shares bear ISIN no: INE15G001018

To, <b>Mujahid Ali</b> Company Secretary & Compliance Officer <b>Inspros Engineers Limited</b> 126 Sector-A Industrial Area Mandideep, Bhopal- 462046, Madhya Pradesh, India <b>Telephone:</b> +91 9755032465 <b>Website:</b> <a href="http://www.inspros.net">www.inspros.net</a> <b>Email id:</b> <a href="mailto:cslgl@inspros.net">cslgl@inspros.net</a>	To, <b>MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)</b> C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083, Maharashtra, India <b>Telephone:</b> +91 810 811 4949 <b>Email:</b> <a href="mailto:insproseengineering.smeipo@in.mpms.mufg.com">insproseengineering.smeipo@in.mpms.mufg.com</a> <b>Investor Grievance Email:</b> <a href="mailto:insproseengineering.smeipo@in.mpms.mufg.com">insproseengineering.smeipo@in.mpms.mufg.com</a> <b>Website:</b> <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> <b>SEBI Registration No.:</b> INR000004058 <b>CIN:</b> U67190MH1999PTC118368
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### Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, in its absolute discretion, 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 Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]-IPO-Anchor Investor-R”; and
- (b) In case of Non-Resident Anchor Investors: “[●]-IPO-Anchor Investor-NR”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

### Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national and [●] edition of [●], Hindi being the regional language of Madhya Pradesh, where our Registered Office is located). In the Pre-offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The 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 ICDR Regulations

### Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the offer.

### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 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.”*

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

### **Procedure and time for allotment and demat credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the 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.**

### **Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Offer.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Offer Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Offer Account on the Designated Date.

### **Basis of Allotment**

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in 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% of the Offer.

### **Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- 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.
- 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 SCSBs to identify the applications with third party account for rejection.

- Third party confirmation of applications to be completed by SCSBs on T+ 1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

**Process for generating list of allottees: -**

- Instruction is given by RTA 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 (DSE) 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.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the over subscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- 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.

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on 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).
- b) 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).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- i. Each successful applicant shall be allotted [●] Equity shares; and
  - ii. 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.
- c) 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 nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
  - d) If the Shares allotted 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. 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 offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

- e) The above proportionate allotment of shares in an offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
- As the individual investor category is entitled to more than fifty percent on proportionate basis, the individual investors shall be allocated that higher percentage.
  - The balance net offer of shares to the public shall be made available for allotment to Individual applicants other than individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Individual Applicants, who have applied for the Equity Shares for a minimum application size of two lots wherein amount exceeds more than ₹ 2,00,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs). Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer 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.

Since present offer is a Book Built offer, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) *not less than thirty-five per cent. to individual investors;*
- b) *not less than fifteen per cent. to non-institutional investors;*
- c) *not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:*

*Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer 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.

Names of entities responsible for finalizing the Basis of Allotment in the event of Under Subscription. In the event of under subscription in the offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 90% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE-the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer 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, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Offer.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

**Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- 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.
- 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 SCSBs to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+ 1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

**Process for generating list of allottees: -**

- Instruction is given by RTA 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 (DSE) is 3 and 5 then the system will pick every 3<sup>rd</sup> and 5<sup>th</sup> Application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the over subscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

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.

**Undertakings by Our Company**

We undertake as follows:

- That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) Working days of closure of the Offer;
- That our Promoter's contribution in full has already been brought in;
- That no further Issue of Equity Shares shall be made till the Equity Shares offered through the Draft Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the offer after the Offer Closing Date, our Company shall be required to file a fresh Offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;
- Our Company and the Selling Shareholders, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- If our Company and the Selling Shareholders, in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an offer of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI
- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the offer giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoters or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

### **Undertakings by the Selling Shareholders**

Only statements and undertakings which are specifically "confirmed" or "undertaken" by the Selling Shareholders in this Draft Red Herring Prospectus shall be deemed to be "Statements and Undertakings made by the Selling Shareholders". All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholders. Each of the Selling Shareholders specifically confirms and undertakes the following in respect of himself and the Equity Shares being offered by him pursuant to the Offer for Sale:

- The portion of the offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer.
- They shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of their

respective Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;

- The portion of the Offered Shares have been held by the Selling Shareholders for a minimum period of one year prior to the date of filing the Draft Red Herring Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations.
- They are the legal and beneficial owner and have full title of their respective portion of the Offered Shares.
- That they shall provide all reasonable co-operation as requested by our Company and the Book Running Lead Manager in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of their portion of the Offered Shares.
- They will not have recourse to the proceeds of the Offer for Sale, until approval for final listing and trading of the Equity Shares is received from the Stock Exchanges.
- They will deposit their respective portion of the Offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC.
- They shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes an Application in the Offer, except as permitted under applicable law;
- That they will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Book Running Lead Manager in redressal of such investor grievances that pertain to the Equity Shares held by him and being offered pursuant to the Offer.

The Selling Shareholders have authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of the Offer for Sale.

### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- a) 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 2013;
- b) Details of all monies utilized out of the offer referred above shall be disclosed and continue to be disclosed till the time any part of the offer proceeds remains unutilized, under an appropriate head in the balance sheet of our company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the 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 and
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the offer.
- e) Our Company shall not have recourse to utilize the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

- f) Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

## 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 FEMA. While the Industrial Policy, 1991 has prescribed 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 the 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 RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**FDI Circular**”), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure - Bids by Eligible NRIs*” and “*Offer Procedure - Bids by FPIs*” on pages 371 and 372 As per the existing policy of the Government of India, OCBs cannot participate in this offer.

As per the existing policy of the Government of India, OCBs cannot participate in this offer.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. 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 Bids 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 Bidders. Our Company, and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for the Offer do not exceed the applicable limits under applicable laws or regulations.

For further details, see “*Offer Procedure*” beginning on page 362 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders 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 Draft Red Herring Prospectus. Bidders 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 IX-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**  
**OF**

**INSPROS ENGINEERS LIMITED**  
**A COMPANY LIMITED BY SHARES**

*Preliminary*

Subject to the regulations hereinafter provided, the regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company, except in so far as they are otherwise expressly incorporated herein below.

*Interpretation*

**I.** In these regulations—

- (a) “**Act**” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any previous Company Law, so far as may be applicable.
- (b) “**Articles**” means these Articles of Association of the Company or as altered from time to time.

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of Companies Act, 2013 even where such subsidiary company continues to be a private company in its articles;

- (c) “**Associate Company**”, in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Explanation: For the purposes of this clause, "significant influence" means control of at least twenty per cent of total share capital, or of business decisions under an agreement;

- (d) “**Board of Directors**” or “**Board**”, means the collective body of the directors of the Company and shall include a Committee thereof.
- (e) “**Company**” means **INSPROS ENGINEERS LIMITED**.
- (f) “**Control**” shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.
- (g) “**Depositories Act**” means the Depositories Act, 1996, or any statutory modification or re-enactment thereof, for the time being in force.
- (h) “**Depository**” means a depository as defined under Section 2(1)(e) of the Depositories Act.
- (i) “**Director**” means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director.
- (j) “**Debenture**” includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.
- (k) “**Document**” includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time

being in force or otherwise, maintained on paper or in electronic form.

- (l) “**General Meeting**” means a general meeting of the Shareholders of the Company, whether an annual general meeting or an extraordinary general meeting.
- (m) “**Independent Director**” shall have the meaning ascribed to it in the Act.
- (n) “**Key Managerial Personnel**” means the Chief Executive officer or the managing director or the manager; the company secretary; whole-time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.
- (o) “**Ordinary & Special Resolution**” shall have the meanings assigned to these terms by Section 114 of the Act.
- (p) “**Public Company**” means a company which,-
  - (i) is not a private company and
  - (ii) has a minimum paid-up share capital as may be prescribed:
- (q) “**Promoter**” means a person—
  - (i) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or
  - (ii) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or
  - (iii) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

- (r) “**Rules**” means the applicable rules for the time being in force as prescribed under relevant Sections of the Act.
- (s) “**the seal**” means the common seal of the company;
- (t) “**Secretary**” is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.
- (u) “**The office**” means the Registered Office for the time being of the Company.

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

Reference in these articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof in force at the date at which these Articles become binding on the Company

### *Share capital and variation of rights*

**II. 1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors 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 and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —

(a) One certificate for all his shares without payment of any charges; or

(b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) 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 a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5 (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, 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 that section and rule made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) 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.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. 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 share ranking *pari-passu* therewith.



**8.** Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### ***Lien***

**9. (i)** The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

**10.** The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

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.

**11. (i)** To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) 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.

**12. (i)** The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### ***Calls on shares***

**13. (i)** The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board

**14.** A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

**15.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

**16. (i)** If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

**17. (i)** Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations 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.

**18.** The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### ***Transfer of shares***

**19. (i)** The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) 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.

**20.** The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) Any transfer of shares on which the company has a lien.

**21.** The Board may decline to recognize any instrument of transfer unless—

(a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(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.

**22.** On giving not less than seven days' previous notice in accordance with section 91 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 days at any one time or for more than forty-five days in the aggregate in any year.

### ***Transmission of shares***

**23. (i)** 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 shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

**(ii)** Nothing in clause (i) 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.

**24. (i)** 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.

**(ii)** 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.

**25. (i)** If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

**(ii)** If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

**(iii)** All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

**26.** A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

**27.** In case of a One Person Company—

**(i)** On the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

**(ii)** The nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) Such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) On becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

### ***Forfeiture of shares***

**28.** If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

**29.** The notice aforesaid shall—

(a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

**30.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

**31. (i)** A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

**32. (i)** A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

**33 (i)** A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee 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 or disposal of the share.

**34.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### *Alteration of capital*

**35.** The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

**36.** Subject to the provisions of section 61, the company may, by ordinary resolution, —

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

**37.** Where shares are converted into stock, —

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

**38.** The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

### *Capitalization of profits*

**39. (i)** The company in general meeting 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 any 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 (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

**40.** (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### ***Buy-back of shares***

**41.** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### ***General meetings***

**42.** All general meetings other than annual general meeting shall be called extraordinary general meeting.

**43.** (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### ***Proceedings at general meetings***

**44** (i) 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.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

**45.** The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

**46.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

**47.** If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### ***Adjournment of meeting***

**48.** (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### ***Voting rights***

**49.** Subject to any rights or restrictions for the time being attached to any class or classes of shares, —

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

**50.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**51.** (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

**52.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

**53.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

**54.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

**55.** (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### ***Proxy***

**56.** The instrument appointing a proxy and 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 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 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

**57.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

**58.** 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.

### ***Board of Directors***

**59.** The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

**60.** (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel 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.

**61.** The Board may pay all expenses incurred in getting up and registering the company.

**62.** The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may think fit respecting the keeping of any such register.

**63.** 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.



**64.** Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

**65. (i)** Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

**(ii)** Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### ***Proceedings of the Board***

**66. (i)** The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

**(ii)** A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

**67. (i)** Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

**(ii)** In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

**68.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

**69. (i)** The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

**(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 directors present may choose one of their number to be Chairperson of the meeting.

**70. (i)** The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

**(ii)** Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

**71. (i)** A committee may elect a Chairperson of its meetings.

**(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.

**72. (i)** A committee may meet and adjourn as it thinks fit.

**(ii)** Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

**73.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or

any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**74.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all 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.

**75.** In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

**76.** Subject to the provisions of the Act, -

(i) A chief executive officer, manager, company secretary or 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 or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

**77.** A 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.

***The Seal***

**78.** (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

***Dividends and Reserve***

**79.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**80.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

**81.** (i) 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 applicable 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.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

**82.** (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) 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.

**83.** 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.

**84.** (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid 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.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**85.** 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.

**86.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

**87.** No dividend shall bear interest against the company.

### ***Accounts***

**88.** (i) The Board shall from time to time 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.

(ii) 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 or by the company in general meeting.

### ***Winding up***

**89.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### ***Indemnity***

**90.** Every officer of the company shall be indemnified out of the assets of the company 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 in which relief is granted to him by the court or the Tribunal.

## **SECTION X – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts, not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus, which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Draft Red Herring Prospectus with RoC to Offer Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

Any of the contracts or documents mentioned in this Draft 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 reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

#### **Material Contracts:**

- 1) Offer Agreement dated July 11, 2025, between our Company, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder and BRLM.
- 2) Registrar Agreement dated July 12, 2025, between our Company, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder and the Registrar to the Offer.
- 3) Public Offer Account and Sponsor Bank agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder, the Registrar to the Offer, the BRLM, Banker to the Offer, Escrow Collection Bank, Sponsor Bank, Refund Bank and Syndicate Member.
- 4) Share Escrow agreement dated [●], between the Promoter Selling Shareholder, the Promoter Group Selling Shareholder, our Company, the BRLM and Share Escrow Agent.
- 5) Syndicate agreement dated [●] entered into amongst our Company, the Promoter Selling Shareholder, the Promoter Group Selling Shareholder, the BRLM, and the Syndicate Member.
- 6) Underwriting Agreement dated [●] between our Company, Promoter Selling Shareholder, Promoter Group Selling Shareholder, the BRLM and Underwriter.
- 7) Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated September 19, 2024.
- 8) Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated September 19, 2024.
- 9) Market Making Agreement dated [●] between our Company, Promoter Selling Shareholder, Promoter Group Selling Shareholder, BRLM and Market Maker.
- 10) Monitoring Agreement dated [●] between our Company and Monitoring Agency.

#### **Material Documents**

- 1) Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Board resolution and special resolution passed pursuant to Section 62 (1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Offer, at their meetings held on June 16, 2025 and June 19, 2025, respectively;
- 3) Resolution of the Board of Directors of our Company dated [●], approving the Draft Red Herring Prospectus and amendments thereto.
- 4) Copies of the annual reports of our Company for the preceding three Fiscals;

- 5) Resolution of shareholders of our company dated May 10, 2024 approving re-designation of Managing Director and Whole Time Director;
- 6) Consent dated June 16, 2025, from the peer review auditor, M/s Baheti & Co., Chartered Accountants, to include their name as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Peer Review Auditor and in respect of the: (i) Restated Financial Statements and their examination report, and (ii) the Statement of Possible tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- 7) Consent dated July 14, 2025 from ESEN Valuers and Chartered Engineers (Membership no. F-111181-3), as Chartered Engineer to include its name as an “expert” as defined under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2 (38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer.
- 8) Consents of Promoters, Directors, Promoter Selling Shareholder, Promoter Group Selling Shareholder, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to the Company, Legal Advisor to the Offer, Book Running Lead Manager, Registrar to the Offer, Syndicate Member, the Escrow Collection Bank(s), Market Maker, Underwriter, Monitoring Agency and Bankers to the Offer/Public Offer Bank/Refund Banker and Sponsor Banker to act in their respective capacities;
- 9) Authorization Letter from Selling Shareholder Vipin Mullick and Janak Mullick for Offer for sale dated June 13, 2025.
- 10) Certificate from the Peer Review Auditor, Chartered Accountants dated June 16, 2025, verifying the key performance indicators (KPI).
- 11) Resolution of Audit Committee dated June 16, 2025, verifying the key performance indicators.
- 12) The examination reports dated June 16, 2025 issued by the Statutory Auditor, on our Company’s Restated Financial Statements, included in this Draft Red Herring Prospectus.
- 13) Report on statement of possible special tax benefits dated June 16, 2025 from the Statutory Auditor available to our Company as included in this Draft Red Herring Prospectus.
- 14) Industry report titled “Electrifying Progress: Powering India’s Future through Engineering Innovation” dated July 18, 2025 prepared and issued by Infomerics Analytics & Research, commissioned and paid for by our Company.
- 15) Due Diligence Certificate from Book Running Lead Manager dated July 29, 2025 addressed to SEBI from the BRLM.
- 16) Site Visit report dated July 29, 2025.
- 17) Copy of In- Principle Approval from NSE by way of letter dated [●], to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE (SME Platform of The National Stock Exchange of India Limited).

Any of the contracts or documents mentioned in this Draft 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 reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE MANAGING DIRECTOR**

**Sd/-**  
**Vipin Mullick**  
**Managing Director**

**Place:** Bhopal  
**Date:** July 29, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE WHOLE TIME DIRECTOR**

**Sd/-**

**Anandita Mullick**

**Whole Time Director**

**Place:** Bhopal

**Date:** July 29, 2025



## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON-EXECUTIVE DIRECTOR**

**Sd/-**

**Sanjiv Shah**

**Non-Executive Director**

**Place:** Mumbai

**Date:** July 29, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**

**Chandrakant Shrikhande**

**Non- Executive Independent Director**

**Place:** Hyderabad

**Date:** July 29, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON- EXECUTIVE INDEPENDENT DIRECTOR**

**Sd/-**

**Kishore Purswani**

**Non- Executive Independent Director**

**Place:** Bhopal

**Date:** July 29, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE CHIEF FINANCIAL OFFICER**

**Sd/-**

**Preeti P R**

**Place:** Bhopal

**Date:** July 29, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Sd/-**

**Mujahid Ali**

**Company Secretary and Compliance Officer**

**Place:** Bhopal

**Date:** July 29, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE PROMOTER SELLING SHAREHOLDER**

**Sd/-**  
**Vipin Mullick**  
**Promoter Selling Shareholder**

**Place:** Bhopal  
**Date:** July 29, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE PROMOTER GROUP SELLING SHAREHOLDER**

**Sd/-**

**Janak Mullick**

**Promoter Group Selling Shareholder**

**Place:** Bhopal

**Date:** July 29, 2025