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Draft Prospectus
Dated: April 7, 2025
Please read section 26 and 32 of the Companies Act, 2013
Fixed Price Issue



TEJA ENGINEERING INDUSTRIES LIMITED
CIN: U33122GJ2023PLC140188
Incorporated on April 17, 2023 at Ahmedabad

REGISTER OFFICE		CONTACT PERSON	
A/14 Shantiniketan Society, N/r Shravan Chokdi, Bharuch, Gujarat, India-392001		Mr. Deepak Kumar Laddha Company Secretary and Compliance Officer	
EMAIL	TELEPHONE NO.	WEBSITE	
info@tejaengineering.com	Tel No.: 02642-239705	www.tejaengineering.com	
OUR PROMOTERS OF THE COMPANY			
Srinivasarao Vakalapudi and Suryakumari Vakalpudi			
Type	Fresh Issue Size (₹ in Lakhs)	Eligibility	
Fresh Issue	Upto 17,00,000 Equity Shares Aggregating to ₹ [●] Lakhs	This issue is being made in terms of Regulation 229 (1) and 253(3) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.	
RISK IN RELATION TO THE FIRST ISSUE			
This being the first public issue of our company, there has been no formal market for the securities of our company. The face value of the shares is ₹10.00 per equity. The Issue price (is determined by our company in consultation with the lead manager) as stated in the chapter titled on “Basis for Issue Price” beginning on page no. 71 of this Draft Prospectus should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active and/or sustained trading in the equity shares of our company nor regarding the price at which the equity shares will be traded after listing.			
GENERAL RISKS			
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no.20 of this Draft Prospectus.			
ISSUER’S ABSOLUTE RESPONSIBILITY			
The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.			
LISTING			
The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated [●] from National Stock Exchange of India Limited (NSE) for using its name in this offer document for listing of our shares on the SME Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”)			
LEAD MANAGER		REGISTRAR TO THE ISSUE	
 INTERACTIVE FINANCIAL SERVICES LIMITED Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad – 380 015, Gujarat, India Tel No.: 079 4908 8019 (M) +91-9898055647 Web Site: www.ifinservices.in Email: mbd@ifinservices.in Investor Grievance Email: info@ifinservices.in Contact Person: Pradip Sandhir SEBI Reg. No.: INM000012856		 KFIN TECHNOLOGIES LIMITED Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana Tel No.: +91 40 6716 2222 Website: www.kfintech.com E-Mail: teja.ipo@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI Reg. No.: INR000000221	
ISSUE PROGRAMME			
ISSUE OPENS ON: [●]		ISSUE CLOSES ON: [●]	



TEJA ENGINEERING INDUSTRIES LIMITED
CIN: U33122GJ2023PLC140188
Incorporated on April 17, 2023 at Ahmedabad

Our Company was incorporated as “Teja Engineering Industries Private Limited”, a private limited company under the Companies Act, 2013 vide Certificate of Incorporation date April 17, 2023 bearing Corporate Identification Number U33122GJ2023PTC140188 issued by Registrar of Companies, Central Registration Centre. Subsequently our company converted into public limited Company, pursuant to a special resolution passed by the shareholders of our company at the Extra Ordinary General Meeting held on September 09, 2023 and consequently the name of our Company was changed to “Teja Engineering Industries Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, ROC Ahmedabad dated September 19, 2023. The Corporate Identification Number of our Company is U33122GJ2023PLC140188. For further details, please refer the chapter titled “History and Certain Corporate Matters” beginning on page no.118 of this Draft Prospectus.

Registered office: A/14 Shantiniketan Society, N/r Shravan Chokdi, Bharuch, Gujarat, India-392001
Tel No.: 02642-239705; **Website:** www.tejaengineering.com; **E-Mail:** info@tejaengineering.com
Contact Person: Mr. Deepak Laddha, Company Secretary and Compliance Officer

PROMOTERS OF THE COMPANY: SRINIVASARAO VAKALAPUDI AND SURYAKUMARI VAKALPUDI	
THE ISSUE	
INITIAL PUBLIC ISSUE OF UPTO 17,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF HP TELECOM INDIA LIMITED (“TEIL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] (“THE ISSUE”), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO [●] LACS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE NO. 193 OF THIS DRAFT PROSPECTUS.	
THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE	
This issue is being made through Fixed Price Process in terms of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”) and allocation in the net issue to the public will be made in terms of regulation 253 of the SEBI ICDR Regulations. In terms of the Regulation 19(2)(B)(I) of the Securities Contracts (Regulations) Rules, 1957, as amended (the “SCRR”), the issue is being made for at least 25% of the post-paid-up Share capital of our Company. All the bidders, shall participate in the issue through the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective bank account (including UPIID for IIs using UPI Mechanism) wherein the bid amount will be blocked by the SCSBs or under the UPI mechanism, as the case may be, to the extent of respective Bid amounts. For details Please refer to chapter titled “Issue Procedure” beginning on Page no. 203 of this Draft Prospectus.	
All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account and UPI ID in case of IIs, if applicable, in which the application amount shall be blocked by the Self-Certified Syndicate Banks (“SCSBs”) or under UPI Mechanism as the case may be. For details in this regard, specific attention is invited to chapter titled “Issue Procedure” on page no. 203 of this Draft Prospectus.	
RISK IN RELATION TO THE FIRST ISSUE	
This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹10/- per Equity Shares and the Issue price is [●] times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on “Basis for Issue Price” beginning on page no. 71 of this Draft Prospectus should not be taken 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 of our Company nor regarding the price at which the Equity Shares will be traded after listing.	
GENERAL RISKS	
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no.20 of this Draft Prospectus.	
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The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.	
LISTING	
The Equity Shares offered through the Draft Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In Principal Approval Letter dated [●] from National Stock Exchange of India Limited (NSE) for using its name in this offer document for listing of our shares on the SME Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE Emerge”).	
LEAD MANAGER	REGISTRAR TO THE ISSUE
 INTERACTIVE FINANCIAL SERVICES LIMITED Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad – 380 015, Gujarat, India Tel No.: 079 4908 8019 (M) +91-9898055647 Web Site : www.ifinservices.in Email : mbd@ifinservices.in Investor Grievance Email: info@ifinservices.in Contact Person: Pradip Sandhir SEBI Reg. No.: INM000012856	 KFIN TECHNOLOGIES LIMITED Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana Tel No.: +91 40 6716 2222 Website: www.kfintech.com E-Mail: teja.ipo@kfintech.com Investor Grievance Email: cinward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI Reg. No.: INR000000221
ISSUE PROGRAMME	
ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, 2018 the Companies Act, 2013 the SCRA, the Depositories Act, 1996 and the rules and regulations made there under.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “Statement of Tax Benefits”, “Restated Financial Statements”, “Outstanding Litigation and Material Developments” and section titled “Main Provisions of Articles of Association” beginning on page numbers 78,136,175 and 236 respectively, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
“TEIL”, “TEJA”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Teja Engineering Industries Limited, a Public limited company incorporated under the Companies Act, 2013 and having Registered Office at A/14 Shantiniketan Society, N/r Shravan Chokdi, Bharuch, Gujarat, India-392001.
Promoters	Srinivasarao Vakalapudi and Suryakumari Vakalapudi
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2 sub-regulation (pp) of the SEBI ICDR Regulations, 2018.
“you”, “your” or “yours”	Prospective Investors in this Issue

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company as amended from time to time
Auditors of the Company	The Statutory auditors of our Company, being M/s. K K Haryani & Co., Chartered Accountants.
Audit Committee	Audit Committee of our Company constituted in accordance Section 177 of the Companies Act, 2013 and as described in the chapter titled “Our Management” beginning on page no. 126 of this Draft Prospectus.
Associate Companies	A body corporate in which our company has a significant influence and includes a joint venture company.
Board of Directors / Board	The Board of Directors of our Company or a committee constituted thereof
Company Secretary and Compliance Officer	The Company Secretary of our Company, being Deepak Kumar Laddha.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Mohammedvajid Gulam Mohammed Shaikh
Act or Companies Act	The Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
CIN	Corporate Identification Number is U33122GJ2023PLC140188
CMD	Chairman and Managing Director
Depositories Act	The Depositories Act, 1996 as amended from time to time
Director(s)	Director(s) of Teja Engineering Industries Limited unless otherwise specified
Equity Shares	Equity Shares of our Company having Face Value of ₹ 10 each unless otherwise

	specified in the context thereof
Equity Shareholders / Shareholders	Persons /entities holding Equity Shares of our Company
ED	Executive Director
Fresh Issue	The fresh issue of Upto 17,00,000 Equity Shares of Face Value of Rs. 10 each at Rs. [●] (including premium of Rs. [●]) per Equity Share aggregating to Rs. [●] Lakhs to be issued by our Company as part of the Offer, in terms of the Draft Prospectus.
Group Companies	Companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “Financial Information of Our Group Companies” on page no. 182 of this Draft Prospectus
Independent Director	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to chapter titled “Our Management” beginning on page no.121 of this Draft Prospectus
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number is INE0R1301019
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “Our Management” on page no.129 of this Draft Prospectus
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on March 15, 2025 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time
MOA/ Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Nomination & Remuneration Committee	The Nomination and Remuneration Committee of our Board described in the chapter titled “Our Management” on page no.128 of this Draft Prospectus.
Registered Office	The Registered office of our Company, located at A/14 Shantiniketan Society, N/r Shravan Chokdi, Bharuch, Gujarat, India-392001.
ROC/Registrar of Companies	Registrar of Companies, Ahmedabad.
Restated Financial Statements	The Restated Audited Standalone Financial Statements of our Company for Financial Year ended March 31, 2024 and period ended as on December 31, 2024; which comprises of the restated audited balance sheet, restated audited statement of profit and loss and the restated audited cash flow statement, together with the annexure and notes thereto disclosed in chapter titled “Restated Financial Statements” beginning on page no.136 of this Draft Prospectus. The Restated Audited Standalone Financial Statements of sole proprietorship for the three months period ended on June 30, 2023 and for the Financial Year ended March 31, 2023, March 31, 2022; which comprises of the restated audited balance sheet, restated audited statement of profit and loss and the restated audited cash flow statement, together with the annexure and notes thereto disclosed in chapter titled “Restated Financial Statements” beginning on page no. 136 of this Draft Prospectus.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s K. K. Haryani & Co., Chartered Accountants.
PLC	Public Limited Company
PTC	Private Limited Company
Stakeholder’s Relationship Committee	The Stakeholders Relationship Committee of the Board of Directors constituted as the Company’s Stakeholder’s Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled “Our Management”

	on page 128 of this Draft Prospectus.
WTD	Whole Time Director

ISSUE RELATED TERMS

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of the Prospectus.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Lot	[●] Equity Shares and in multiples thereof
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Draft Prospectus / Prospectus.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allot / Allotment / Allotted / Allotment of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been issued
Allotment Advice	Note or advice or intimation of Allotment sent to each successful applicant who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment Date	Date on which the Allotment is made
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section “Issue Procedure - Basis of allotment” on page no. 230 of this Draft Prospectus.
Bankers to our Company	Bank of Baroda
Banker to the Issue / Refund Banker / Public Issue Bank	[●]
Business Day	Any day on which commercial banks are open for the business.
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number of the Applicant ‘s Beneficiary Account
Collection Centers	Broker Centers notified by Stock Exchange where bidders 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 website of the NSE.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no.GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches/Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.

Demographic Details	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable).
Depositories	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A depository participant registered with SEBI under the Depositories Act, 1996
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 website of the Stock Exchange i.e., www.nseindia.com .
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange.
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue
Designated Market Maker	Aftertrade Broking Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated RTA Locations	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant sand a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Recognized Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”).
Draft Prospectus	This Draft Prospectus dated April 07, 2025 filed with the SME Platform of NSE (NSE Emerge), prepared and issued by our Company in accordance with SEBI (ICDR) Regulations
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus /Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Draft Prospectus /Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount.
Escrow Agreement	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the

	collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being [●]
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.
Foreign Portfolio Investor /FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “Issue Procedure” on page no. 203 of this Draft Prospectus.
Issue Agreement	The agreement dated February 12, 2025 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Opening Date	The date on which the Issue opens for subscription
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective bidders can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of bidders.
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of Upto 17,00,000 Equity Shares of Face Value of ₹ 10 each at Rs. [●] (including premium of Rs. [●]) per Equity Share aggregating to Rs. [●] Lakhs by Teja Engineering Industries Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. [●].
Issue Proceeds	The proceeds from the Issue based on the total number of equity shares allotted under the issue.
LM / Lead Manager	Lead Manager to the Issue, in this case being Interactive Financial Services Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of NSE Emerge. (“NSE EMERGE”)
Market Making Agreement	The Market Making Agreement dated February 12, 2025 between our Company, Lead Manager and Market Maker.
Market Reservation Portion	The reserved portion of [●] Equity Shares of face value of ₹10.00/- each fully paid-up for cash at a price of Rs. [●] per Equity Share including a share premium of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs for the Market Maker in this Issue
MSME	Micro Small and Medium Enterprises
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NBFC	Non- Banking Financial Companies
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of Rs. 10 each at Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs by Teja Engineering Industries Limited.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to chapter titled “Objects of the Issue” on page no. 60 of this Draft Prospectus.
Non-Institutional Bidders / Non-Institutional Investor	All Applicants (including Eligible NRIs), who are not QIBs or Individual Investor and who have applied for Equity Shares for an amount of more than ₹ 2,00,000.

/ NIB/ NII	
NPCI	National Payments Corporation of India (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 and Indian Banks Association (IBA).
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership firm, limited liability partnership firm, 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 may require.
Prospectus	The Prospectus dated [●] issued in accordance with Companies Act filed with the SME Platform of NSE (NSE Emerge) under SEBI (ICDR) Regulations 2018.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of SEBI ICDR Regulations
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable.
Registered Brokers	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012.
Registrar Agreement	The agreement dated February 12, 2024 entered between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar/ Registrar to the Issue	Registrar to the Issue being KFin Technologies Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Individual Bidder(s) or Individual Investor(s)	Individual Bidders, who have Bid for the Equity Shares for an amount of more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs).
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Individual Bidder can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available on the website of SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
SME Platform of NSE	The SME platform of NSE, approved by SEBI as SME Platform of NSE (NSE Emerge) for listing of equity shares issued under Chapter IX of the SEBI ICDR

	Regulations.
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company and the Selling Shareholder, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of IIs as per the UPI Mechanism, in this case being [●].
Syndicate Member	Intermediaries registered with the SEBI eligible to act as syndicate member and who is permitted to carry on the activity as an underwriter.
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form
UPI	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 Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID Created on the UPI for single-window mobile payment system developed by NPCI.
UPI Mandate Request	A request (intimating the IB (Individual Bidder) by way of a notification on the UPI application and by way of a SMS directing the IB to such UPI mobile application) to the IB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a II to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Underwriter	Underwriter to the issue is Interactive Financial Services Limited.
Underwriting Agreement	The Agreement entered into between the Underwriters and our Company dated February 12, 2025.
U.S Securities Act	U.S Securities Act of 1933, as amended
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in the Prospectus are open for business. 1. However, in respect of announcement of price band and Bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business. 2. In respect to the time period between the Bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
E&C	Erection & Commissioning
O&M	Operation & Maintenance
AMC	Annual Maintenance Contracts
CMC	Comprehensive Maintenance Contracts
ARC	Annual Rate Contracts
PESO	Petroleum and Explosives Safety Organization
SMPV	Static and Mobile Pressure Vessels
PSV	Pressure Safety Valves
ISO	International Organisation for Standardisation
LCV	Light Commercial Vehicle
CNG	Compressed Natural Gas
NG	Natural gas
CGD	City Gas Distribution
KPCL	Karnataka Power Corporation Limited
MRT	Mechanical run test
PRT	Performance run test
PPE	Personal protective equipment
PSUs	Public Sector Undertakings
RTDs	Resistance Temperature Detectors
OEM	Original equipment manufacturer
SS	Stainless steel
GIDC	Gujarat Industrial Development Corporation
CHP	Combined Heat & Power
SRV	Safety Relief Valves
SCMD	Standard Cubic Meters per Day
CEA	Chief Economic Advisor
FPIs	Foreign portfolio investors
FDI	Foreign Direct Investment
PLFS	Periodic Labour Force Survey
LFPR	Female Labor Participation Rate
PFCE	Private Final Consumption Expenditure
DPIIT	Department for Promotion of Industry and Internal Trade
PMI	Purchasing Managers' Index
IEA	India Energy Outlook
GDP	Gross Domestic Product
MMTPA	Million Metric Tons Per Annum
BPD	Barrels per day
IOCL	Indian Oil Corporation Limited
PNGRB	Petroleum and Natural Gas Regulatory Board
CGD	City Gas Distribution
IOCL	Indian Oil Corp. Ltd
ISTS	Inter State Transmission System
TBCB	Tariff Based Competitive Bidding
UDAY	Ujwal DISCOM Assurance Yojana
BEEP	Building Energy Efficiency Programme
GW	Gigawatt
CEEW-CEF	Centre for Energy Finance

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year
Bn	Billion
BG	Bank Guarantee
BHIM	Bharat Interface for Money
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CARO	Companies (Auditor's Report) Order, 2016, as amended
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director's Identification Number
DP/Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996
DP ID	Depository Participant's Identification Number
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
FDI	Foreign Direct Investment
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
GDP	Gross Domestic Product

GIR Number	General Index Registry Number
Gov/Government/GOI	Government of India
GST Act	The Central Goods and Services Tax Act, 2017
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standard
I.T. Act	Income Tax Act, 1961, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
LM	Lead Manager
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Minister of Finance, Government of India
MOU	Memorandum of Understanding
MSMEs	Micro, Small & Medium Enterprises
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
RBI	Reserve Bank of India
R & D	Research and Development
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RONW	Return on Net Worth

ROCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SAT	Security Appellate Tribunal
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	The 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 Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations /ICDR Regulations/SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI Rules and Regulations	SEBI ICDR Regulations, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended.
SENSEX	Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small And Medium Enterprises
SME Exchange	SME Platform of NSE Emerge. (“NSE EMERGE”)
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE Limited
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
Tn	Trillion
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
YoY	Year on Year

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Draft Prospectus are the Republic of India.

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

Financial Data

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our audited financial statements for the period ended on December 31, 2024, and for the Financial year ended March 31 2024, March 31, 2023, March 31 2022, prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled ‘Restated Financial Information’ beginning on page no.136 of this Draft Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In this Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Draft 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 the Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled ‘Risk Factors’, ‘Business Overview’ and ‘Management's Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page no.20, 92 and 163 respectively of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in this Draft 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 we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Currency and units of presentation

In this Draft Prospectus, unless the context otherwise requires, all references to;

- ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency,

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

FORWARD LOOKING STATEMENTS

This Draft Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also 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.

All statements contained in this Draft Prospectus that are not statements of historical facts constitute ‘forward-looking statements. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Inability to identify or effectively respond to customer needs, expectations or trends in a timely manner;

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections “Risk Factors”, “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 20, 92 and 163 of this Draft Prospectus, 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.

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SUMMARY OF ISSUE DOCUMENTS

SUMMARY OF BUSINESS

Our Company was incorporated as "Teja Engineering Industries Private Limited" on April 17, 2023, under the Companies Act, 2013, with Corporate Identification Number (CIN) U33122GJ2023PTC140188, as per the Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. In line with our main business objectives, our Company acquired the proprietorship firm M/s Teja Engineering Services (TES), owned by our Promoter, Mr. Vakalapudi Srinivasa Rao, through a Business Transfer Agreement dated July 17, 2023. The acquisition was approved by our shareholders at the Extraordinary General Meeting (EGM) held on July 17, 2023. Subsequently, our Company was converted into a Public Limited Company, and its name was changed to "Teja Engineering Industries Limited". A fresh Certificate of Incorporation reflecting this change was issued by the Registrar of Companies, Central Registration Centre, on September 19, 2023.

The proprietorship firm, M/s Teja Engineering Services, was originally established on September 24, 2002, under the proprietorship identification number C1572, issued by the State Government of Ankleshwar. The firm later relocated to Bharuch, Gujarat, with an updated proprietorship identification number 0034336, issued by the State Government of Bharuch on July 11, 2019.

Teja Engineering Industries Limited (TEIL), founded and promoted by Mr. Vakalapudi Srinivasa Rao and Mrs. Vakalapudi Surya Kumari, is committed to delivering efficient and cost-effective solutions in the natural gas sector. Initially, Teja Engineering Services (TES) operated as a small engineering service provider, offering innovative solutions such as customized pipeline design and installation, high-efficiency compression systems, advanced gas measurement and monitoring systems, safety and risk mitigation technologies, compact and modular gas distribution units, environmentally sustainable practices, and remote monitoring and control systems for natural gas projects. Over time, TES expanded its expertise into Erection & Commissioning (E&C) projects, Operation & Maintenance (O&M) services for gas compressors, overhauling of gas compressors, and instrument calibration. Additionally, the company diversified into the installation of high-pressure SS tubing, bulk cascades, and related services. TES also providing services in the erection and commissioning of natural gas projects, including CNG and terminal stations. Recognizing the increasing demands of the energy sector, TEIL strategically expanded its operations to undertake larger and more complex Erection & Commissioning. Today, the company continues to enhance its expertise, delivering innovative and efficient solutions that contribute to the advancement of India's energy infrastructure.

For more details, please refer chapter titled "Business Overview" on page no. 92 of this Draft Prospectus.

SUMMARY OF INDUSTRY

The Indian economy underwent significant structural reforms during this period, boosting its macroeconomic foundations. These measures propelled India to become the fastest-growing economy among G20 nations. Further, efficient handling of the COVID-19 pandemic and recent geopolitical challenges has ensured that the Indian economy continues to outperform its global peers. Current estimates suggest a growth of 7.3% in 2023-24, building on the impressive 9.1% (FY22) and 7.2% (FY23) growth in the preceding two years. It is commendable that India is expected to post a GDP growth rate of over 7% for the third year in a row while the global economy is struggling to post a 3% growth.

India's robust external sector demonstrating resilience in challenging times: India's external sector displays resilience with robust merchandise and services exports. Merchandise exports reached a record high of US\$ 451.1 billion in FY23, while services exports, especially in software, consistently contribute significantly. The nation's trade balance improved, witnessing a US\$ 166.4 billion surplus in April-November 2023. Remittances, totaling US\$ 125 billion in 2023, contribute to the current account balance, maintaining a comfortable position.

India attracts foreign investment, with foreign portfolio investors (FPIs) increasing exposure by US\$ 28.8 billion in H1 FY24. The country remains a preferred Foreign Direct Investment (FDI) destination, achieving a cumulative FDI of US\$ 596.5 billion during FY15-FY23. Stable macroeconomic factors and a positive global perception attract investors. The Indian rupee remains stable against the US dollar, and foreign exchange reserves reach US\$ 623.2 billion, covering over ten months of imports.

Challenges, such as geopolitical tensions and rising shipping costs, pose risks. While the share of exports in GDP may moderate in FY24 due to global demand slowdown, sustained FDI inflows and confidence in the

Indian economy are anticipated. Remittances are expected to grow by 8%, reaching US\$ 135 billion in 2024, contributing to India's economic stability.

Continued focus on enhancing social infrastructure: The Union government's spending on social services saw a Compound Annual Growth Rate (CAGR) of 5.9% from FY12 to FY23, with an 8.1% CAGR in capital expenditure, indicating the development of societal assets. Initiatives like the Ujjwala Yojana, PM-Jan Aarogya Yojana, PM-Jal Jeevan Mission, Ayushman Bharat scheme, and PM-AWAS Yojana prioritize universal access to basic amenities. This approach, distinct from short-term measures, not only constructs lasting social infrastructure but also elevates individuals to improved living standards and opportunities, fostering empowerment among previously underserved segments of the Indian population.

For more details, please refer chapter titled “Industry Overview” on page no. 81 of this Draft Prospectus.

PROMOTERS

The Promoters of our Company are Srinivasarao Vakalapudi and Suryakumari Vakalpudi .

For detailed information please refer chapter titled, “Our Promoters” and “Our Promoter Group” on page no.132 of this Draft Prospectus.

ISSUE SIZE

Initial Public Issue of upto 17,00,000 Equity Shares of face value of ₹10/- each of TEJA Engineering Industries Limited (“TEIL” or the “Company” or the “Issuer”) for cash at a price of ₹[●] per Equity Share including a share premium of ₹[●] per equity share (the “issue price”) aggregating to ₹[●] (“the issue”), of which [●] Equity Shares of face value of ₹10/- each will for cash at a price of ₹[●] per Equity Share including a share premium of ₹[●] per equity share aggregating to ₹[●] lacs will be reserved for subscription by market maker to the issue (the “Market Maker Reservation Portion”). The issue less the Market Maker Reservation Portion i.e. Net Issue of [●] Equity Shares of face value of ₹10/- each at a price of [●] per equity share aggregating to ₹[●] lacs is herein after referred to as the “Net Issue”. The issue and the net issue will constitute [●] and [●] respectively of the post issue paid up equity share capital of our company.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds from the issue towards the following objects (“Objects of the Issue”)

1. Funding Capital Expenditure requirements for the purchase of equipment/machineries
2. Funding the working capital requirements of our Company; and
3. General Corporate Purpose;

Net Proceeds

The details of the proceeds of the issue are summarized in the table below:

Sr. No.	Particulars	*Estimated Amount (₹ In lakhs)
1.	Gross proceeds from the issue	[●]
2.	Less: Issue related expenses**	[●]
Net proceeds of the issue		[●]

* To be finalised upon determination of the Issue Price and updated in the Prospectus prior to the filing with the RoC

**See “Issue Related Expenses” as detailed below

Requirement of funds and utilization of Net Proceeds

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
1.	Funding Capital Expenditure requirements for the purchase of equipment/machineries	1001.60
2.	Funding the Working Capital requirement	915.00
3.	General corporate purposes	[●]

Total utilization of net proceeds	[●]
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PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

Sr. No.	Name of share holder	Pre-issue		Post Issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
(i) Promoters					
1.	Srinivasarao Vakalapudi	43,09,800	91.32	43,09,800	[●]
2.	Suryakumari Vakalapudi	440	0.01	440	[●]
	TOTAL (A)	43,10,240	91.33	43,10,240	[●]
(ii) Promoter Group					
3.	Tejaswi Vakalapudi	10	0.00	10	[●]
4.	Amulya Vakalapudi	10	0.00	10	[●]
5.	Ramu Vakalapudi	10	0.00	10	
	TOTAL (B)	30	0.00	30	[●]
(iii) Public					
6.	Bharat Hasmukhlal Valand	50,000	1.06	50,000	[●]
7.	Kaushik Bhupatrai Joshi	1,50,000	3.18	1,50,000	[●]
8.	Kiran Krishnakant Majmudar	63,000	1.33	63,000	[●]
9.	Parul Nileshkumar Shah	58,000	1.23	58,000	[●]
10.	Meghdoot Leisure LLP	63,000	1.33	63,000	[●]
11.	Mitesh Harendrakumar Pandya	5,000	0.11	5,000	[●]
12.	Jatinkumar Rameshbhai Patel	5,000	0.11	5,000	[●]
13.	Hiralben Jatinkumar Patel	5,000	0.11	5,000	[●]
14.	Ami Pranav Pandya	5,000	0.11	5,000	[●]
15.	Urvashi Sandip Dave	5,000	0.11	5,000	[●]
16.	Kiran Kumar Pamula	10	0.00	10	[●]
17.	Vidiyala Navya Vasantha Lakshmi	10	0.00	10	[●]
18.	Devi Kishore Carasala	10	0.00	10	[●]
	IPO	-	-	Upto 17,00,000	[●]
(iv)	TOTAL (C)	4,09,030	8.67	[●]	[●]
(v)	TOTAL (A+B+C)	47,19,300	100.00	[●]	[●]

SUMMARY OF FINANCIAL INFORMATION

(Rs. in Lacs)

Particulars	Company		(Previously Proprietorship Firm Teja Engineering Services - Business Take-Over)		
	As at 31 st Dec, 2024	As at 31 st March, 2024	As at 30 th June, 2023	As at 31 st March, 2023	As at 31 st March, 2022
Share Capital (₹ in Lakhs)	471.93	451.03	132.36	110.08	98.90
Net worth (₹ in Lakhs)	1,191.68	672.07	426.27	379.94	285.94

Revenue from Operation (₹ in Lakhs)	4,021.17	3,161.72	840.36	2,457.90	2,431.27
Other Income (₹ in Lakhs)	0.05	7.10	0.23	1.18	0.91
Profit after Tax (₹ in Lakhs)	206.11	221.04	37.08	127.69	120.94
Earnings per share (Basic & diluted) (₹)	4.57	4.90	NA	NA	NA
Net Asset Value per Equity Share	25.25	14.90	32.21	34.51	28.91
Total borrowings (in Lakhs)	1224.37	708.98	373.51	674.44	350.33

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Pending Litigations/ Actions	Aggregate amount involved (₹ in lakhs)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil
Promoters, Directors, KMP						
By the Promoters, Directors, KMP	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters, Directors, KMP	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
By the Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page no.175 of this Draft Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” on page.no 20 of this Draft Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Draft Prospectus there is no contingent liability on the Company.

For detailed information of Contingent Liabilities of our Company, please refer chapter titled “Restated Financial Statement” beginning on page no. 136 of this Draft Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

(₹ In Lakhs)

Name	Relation	Nature Of Transaction	AS AT 31.12.2024	AS AT 31.03.2024	As at 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Teja Engineering Services (Prop.- Srinivasa rao Vakalapudi)	Director & Promoter	Plot Rent	4.50	1.00	0.00	0.00	0.00
		Vehicle Rent	9.45	2.10	0.00	0.00	0.00
		Director Remuneration	18.00	3.00	0.00	0.00	0.00
		Office Rent	3.24	3.60	0.00	0.00	0.00
		Advance for Machinery	37.00	0.00	0.00	0.00	0.00
		Rent Deposits	150.00	0.00	0.00	0.00	0.00
Surya Instrument & Calibration (Prop.- Suryakumar Vakalapudi)	Director & Promoter	Testing, Calibration, Consumable and Site Expenses Incurred	0.00	75.16	29.55	85.97	119.72
		Plot Rent	4.50	1.00	0.00	0.00	0.00
		Advance Given	104.85	66.38	8.92	18.34	11.66
		Advance Given Return	104.85	0	0.00	0.00	0.00
		Director Remuneration	2.25	1.50	0.00	0.00	0.00
		Rent Deposits	150	0.00	0.00	0.00	0.00
		Office Rent	3.24	3.60	0.00	0.00	0.00
Amulya	Relative of Director	Advance Given	0.00	15.69	16.58	10.64	0.95
P Srinivas Rao	Relative of Director	Advance Given	0.00	0.00	-7.00	5.35	2.40
V Tejswi	Relative of Director	Advance Given	0.00	0.00	1.77	0.89	1.61
V Ramu	Relative of Director	Site Expenses Incurred	0.00	12.81	4.86	8.47	0.00
		Advances Given	0.00	8.15	0.00	2.10	0.00
		Salary Expenses	9.45	7.93	1.93	7.14	1.10
Devi Kishore Carasala*	Past CFO	Salary Expenses	5.10	2.79	1.40	4.95	4.28
Deepak Kumar Laddha	CS	Salary Expenses	2.25	0.63	0.00	0.00	0.00
Mohammad Vajid Shaikh**	CFO	Salary Expenses	0.24	0.00	0.00	0.00	0.00

Notes :

* Devi Kishore Carasala resigned as a CFO as on 2nd December 2024.

**** Mohammad Vajid Shaikh appointed as a CFO w.e.f 3rd December 2024**

For detailed information on the related party transaction executed by our Company, please refer Annexure No. 29 of chapter titled "Restated Financial Statement" beginning on page no.160 of this Draft Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS

The promoters have not acquired any Equity Shares in the last one (1) year preceding the date of this Draft Prospectus other than stated below:

Sr. No	Name of Promoter	No of Equity Shares acquired in the last one year from the date of this Draft Prospectus	Weighted Average Cost of Acquisition (in Rs)
1.	Srinivasarao Vakalapudi	0	NIL
2.	Suryakumari Vakalapudi	0	NIL

AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoters as at the date of this Draft Prospectus is:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition in ₹
1.	Srinivasarao Vakalapudi	43,09,800	10
2.	Suryakumari Vakalapudi	440	10

DETAILS OF PRE-ISSUE PLACEMENT

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

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our Company has not issued Equity Shares for consideration other than cash in the last one year.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in last one year.

SECTION II – RISK FACTORS

Investment in the Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Draft Prospectus, including the risks and uncertainties described below and the Financial Statements incorporated in this Draft Prospectus, before making an investment in the Equity Shares of our Company. Any potential investor in, and subscribers of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the risks involved. If any or some combination of the following risks occur or if any of the risks that are currently not known or deemed to be not relevant or material now, actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For further details, please refer to chapters titled “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages no.92 and 163, respectively of this Draft Prospectus, as well as the other financial and statistical information contained in this Draft Prospectus. If our business, results of operations or financial condition suffers, the price of the Equity Shares and the value of your investments therein could decline.

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality therein:

- *Some risks may not be material at present but may have a material impact in the near future.*
- *Some risks may not be material individually but may be found material when considered collectively*
- *Some risks may have material impact qualitatively and not quantitatively and vice-versa*

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. Additional risks and uncertainties, including those we are not aware of, or deem immaterial or irrelevant, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of the Equity Shares and may also have an adverse effect on our business. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. You should not invest in this Issue 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 the Equity Shares.

This Draft Prospectus also 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 Prospectus. For further details, please refer to chapter titled “Forward-Looking Statements” beginning on page no.13 of this Draft Prospectus.

Unless otherwise indicated, all financial information included herein are based on our Financial Statements. Please refer to the section titled “Restated Financial Statements” beginning on page no. 136 of this Draft Prospectus.

INTERNAL RISK FACTORS:

- 1. *We could incur additional cost or loss in revenue in connection with our failure to comply with all our commitments in our customer contracts.***

Our customer contracts typically require us to assume several obligations, which include maintenance of registrations, licenses and permits required for performance of the work in our name or that of our employees or sub-contractors, adherence to safety requirements, replacement of faulty products and guaranteeing the workmanship and quality of the products supplied. We may, from time to time, not be able to comply with all of these provisions, which may result in levy of penalties, liquidated damages and indemnities. Moreover, some of our customers require us to use only certain empaneled suppliers for execution of their works. Further, completion of the Erection and commissioning project work in time limit is the essence of all the contract, any delay in completion of the contract work by one or the other reason may lead to litigations, delay in payment, imposition of penalty etc. Thus, any delay in completion of the work, may result in adverse effect on our

reputation, financial condition and results of operations of Company. The Company and the proprietorship firm which had been merged with the company had not faced any such incidence till date.

2. ***Our Company has acquired the ongoing business of M/s. Teja Engineering Services, a Proprietorship Concern through Business Transfer agreement. If, any of our assumptions, calculations is/are erroneous, it will have adverse effect on our business operations, liquidity and profitability.***

The main object of the Company is to take over the running business of M/s. Teja Engineering Services. Our company has acquired a business of proprietorship concern M/s. Teja Engineering Services; a Proprietorship Concern Vide Business Transfer Agreement dated July 17, 2023 from Mr. Srinivasarao Vakalapudi, promoter of the Company along, movable properties, including equipment, tools, furniture and fixtures with respect to the business, motor vehicles, electrification, electrical and electronic items, other movable assets and advances, deposits, receivables and all the rights and interest under the contracts, commitments, agreements, arrangements, and undertakings, and engagements, all current assets and liabilities and all the approvals, registrations, empanelment, accreditations, licences, permissions all liabilities as going concern. Our company has to assume and also has to take over all non-current assets and non-current liabilities. Even all the permissions, Licenses, registration etc are to be transferred to the name of our company. The pending works order in the name of the proprietorship firm are carried out by the proprietorship firm after 30th June, 2023 as the transfer from Corporates and PSUS is not feasible. The working after 30th June, 2023 though carried out in proprietorship firm is included in the Company's business. If any unknown liability arise in future then the Company has to pay off the same and it will adversely affect the operation of the Company and involves litigation for indemnification.

3. ***We have very short span of operating history as company. Which makes it difficult to assess our future prospects and historic growth rates or results of operations and which may not be representative or reliable indicators of our future performance.***

Our company was incorporated on April 17, 2023 as private limited company and converted in to public limited company on September 19, 2023. Thus, our operating history as company is less than two years. However, the Promoter of the Company has transferred his running business M/s. Teja Engineering Services, which had long experience and good clients. Our short span of operating history, makes it difficult to assess our future prospects and historic growth rates or results of operations and which may not be representative or reliable indicators of our future performance. While we intend to continue to expand our operations, we may not be able to sustain historic growth levels and may not be able to leverage our experience in existing markets in order to grow our business in new markets. If our operations continue to grow, for which there can be no assurance, we will require to continue to expand our sales and marketing, use latest technique to upgrade our management information systems and other processes, and to obtain more space for our expanding administrative and technical support. Our continued growth could increase the strain on our resources, and we could experience serious operating difficulties, including difficulties in hiring, training and managing an increasing number of skilled and unskilled employees. If we are unable to manage our operations at our current size or to manage any future growth effectively, our brand image and financial performance may suffer adversely.

4. ***We have to undertake the hazardous operations in carrying out the construction of CNG Gas Pump station on turnkey basis. Hazardous operations can cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities.***

As a part of our core business operations, we have to carry out all types of engineering works, fore coding jobs like all types of CNG system related electrical, instrumentation and mechanical along with Erection and commissioning and Operation and Maintenance and overhauling of CNG and of all types and models of reciprocating air and Natural Gas Compressor and CNG compressors, Annual maintenance contracts (AMC) & O&M Natural Gas Compressor Projects, and maintenance of CNG high pressure pipe lines of rotary equipment like Cooling Towers, Blow down Pumps, Centrifugal Pumps, Heat Exchangers, and Radiators, air compressors, GLC compressors, and CNG Mother stations and Gas based Power projects, etc. Most of the activities are to be carried out under the supervision of Competent Person under static and Mobile Pressure Vessels (Unfired) Rules, 2016 as approved by Petroleum & Explosives Safety Organisation (PESO), Ministry of Commerce and Industry, Government of India. Thus, any lapse or negligence or lack of due diligence takes place, which may result into accident resulting into the loss of property and/or human life too. In such event these hazards can cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities. As a result, claims of injury by employees or members of the public due to exposure, or alleged

exposure, to the hazardous use of equipment involved in our business may arise and the reputation, our business operations and financial results will be severely affected adversely.

5. ***We have not yet placed orders in relation to the capital expenditure to be incurred for the proposed purchase of equipment / machineries. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machineries in a timely manner, or at all, the same may result in time and cost over-runs.***

We propose to utilize ₹1001.60 lakhs out of the Net Proceeds towards such purchasing capital equipment/machineries. While we have procured quotations from vendors in relation to the capital expenditure to support our expanding operations, we have not placed any firm orders for any of them. For details in respect of the foregoing, please see “Objects of the Issue” on page no.61. 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 that we will be able to undertake such capital expenditure at the costs indicated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result 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 and services in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure equipment and ancillary items or avail services from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the similar kind of plant and machinery, equipment and ancillary items and services, which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment and services at acceptable prices or in a timely manner, may result in an increase in capital expenditure, extension or variation in the proposed schedule of implementation and deployment of the Net Proceeds, thereby resulting in an adverse effect on our business, prospects and results of operations.

6. ***If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.***

We are newly incorporated Company, and operate in the Business of setting up of CNG Gas station on Erection and Commission basis and its Annual Maintenance work on contract basis. We intend to manage regulatory compliance by monitoring and evaluating our internal controls, and ensuring that we are in compliance with all relevant statutory and regulatory requirements. However, there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. As we continue to grow, there can be no assurance that there will be no instances of inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation. The Company and the proprietorship firm which had been merged with the company had not faced any such incidence till date.

7. ***Delays in the completion of ongoing or and future projects could result in to payment of liquidated damages to our customers for our engineering, and Commissioning (“E&C”) project, which could have an adverse effect on our liquidity, business operations and financial results.***

As our business operations are spread over in multiple states, there may be delays in the completion of ongoing and future projects which could lead to payment of liquidated damages for engineering, and commissioning (“E&C”) to the customers, which could have an adverse effect on our liquidity, business, operations and financial results. Our projects are typically subject to a completion schedule. We are supposed to pay liquidated damages in case of delay in completion of the projects. Any failures to adhere to a contractually agreed schedule for reasons other than the agreed force majeure events could result in us being required to pay liquidated damages, which would usually be a certain percentage of the total project cost, or lead to forfeiture of security deposits or invocation of performance guarantees. We consistently make efforts to maintain and upgrade our systems to suit our business requirements and improving efficiency in our operations. Any future failures to complete projects on schedule could have a material adverse effect on our results of operations and financial condition. However, till date we have not defaulted in completion of any of the projects.

8. ***Our failure to perform in accordance with the standards prescribed in work order of our client could result in loss of business or compensation payment.***

We received work orders from our clients. The most of the work orders may require us to comply with conditions and the set of rules and regulations prescribed by our clients, which may increase our compliance costs. If we are not able to comply with all the specific standards as prescribed by the clients, as a result of which our clients may experience service shortfalls. Further, for reasons circumstances beyond our control may significantly impact the continued performance of our obligations to meet the quality or performance standards set out in our client contracts which may in-turn harm and cause clients to terminate their contracts with us, impair our ability to obtain renewal of our contracts from existing clients and impair our ability to increase our client base, any of which could affect our business, financial condition and results of operations. In the event that we are unable to meet the prescribed obligations, we may also be required to pay compensation to our clients on the terms set out in our contracts. In certain instances, we may also be required to bear consequential liability. We may also require to indemnify to our clients with respect of any negligent act or omission by or misconduct of our employees. In the event there is an increase in claims against us for which we are not insured, our business, financial condition and results of operations may be affected. The Company and the proprietorship firm which had been merged with the company had not faced any such incidence till date. To know more about the business of the Company, please refer page no. 92 chapter titled “Business Overview” in the Draft Prospectus.

9. *Our Company’s business could be adversely affected by labour disputes, work stoppages and strikes by the labour.*

Our country has stringent labor laws designed to protect workers' interests, governing union formation, dispute resolution, employee termination, and financial obligations on retrenchment. Since our business heavily depends on our workforce, we prioritize maintaining a strong and positive relationship with our employees. While we have not encountered any labor disputes, strikes, or related challenges to date, we cannot guarantee that such issues will not arise in the future. Any deterioration in employee relations could impact our ability to uphold existing labor policies, potentially affecting business operations. In the event of labor disputes, project implementation may be delayed, management focus may shift from business development to dispute resolution, and our reputation, operations, and profitability may be adversely affected. To know the employee strength of our Company, please refer on page no.108, Human Resources in the Chapter Titled “Business Overview”.

10. *Out top 10 customers and top 5 customers contribute majority of revenue from operations for the Financial Year 2023-24 and for the period ended on December 2024.*

Our top 10 customers contributed 99.32 % and 99.91% of our revenues during the financial year 2023-24 and for the period ended on December 2024, respectively, whereas, our top five customers contribute 98.95% and 98.30% of our revenues during the financial year 2023-24 and for the period ended on December 2024. Any decline in our services and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

11. *The Company is utilising the Adhoc limit of Rs 200.00 Lakhs from Bank of Baroda even though the same has been lapsed.*

Bank of Baroda had sanctioned adhoc limit of Rs. 200.00 Lakhs, over and above the regular cash credit limit of Rs. 980.00 Lakhs, for a period of two months, as per the sanction letter dated January 9, 2025. The said limit expired on March 08, 2025 as per the terms and condition of sanction letter. As on March 31,2025 the outstanding of cash credit limit was Rs 1186.90 Lakhs which exceeds the sanctioned limit. Consequently, the Bank has levied a penal interest of Rs 0.24 lakhs, as the Company continued to utilize the facility beyond the approved sanction period.

12. *Any major disruptions of information technology systems or breaches of data security could adversely affect our business.*

Our business is dependent upon increasingly complex and interdependent information technology systems, including Internet-based systems, to support business processes designing, graphics, plans and layout as well as

internal and external communications. We have our own in-house Planning and designing section where the use of computer and internet and computer-based software are used in most of the process. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. We cannot assure you that we will not encounter disruptions in the future. Any such disruption may result in the loss of key information and/or disruption of production and business processes, which could materially and adversely affect our business and results of operations.

In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, clinical trial patients, customers and others. Any such security breaches could have an adverse effect on our business, reputation, results of operations and financial condition.

- 13. *We are also dependent on third party transportation service providers apart from our own vehicles for delivery of materials and equipment required at the project site. Any failure on part of such transport service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.***

We are Developing testing and maintenance Center in Bharuch of Safety Relief Valves used in LPG and CNG distribution. We are also doing calibration and repair critical part of compressor and gas gathering equipment. The requirement for vehicles in our business is primarily to facilitate the transportation of tools, essential oils, spare parts, and other necessary equipment to various service locations, along with deploying skilled manpower for operational support. With the expansion of our service operations and an increasing number of site locations, there is a growing need for a dedicated fleet to ensure seamless and timely service delivery. To meet this demand, we plan to acquire an additional 15 commercial vehicles (Maxx HD 1.7 LX (BS 6.2), Payload up to 2000 kg) exclusively for business purposes. These vehicles will play a crucial role in enhancing our logistical efficiency, reducing service downtime, and improving overall operational effectiveness. We have limited vehicles and we also depend upon the Third-party transport service providers for the transportation.

We have not entered in to any agreement with any of the transport service providers. Any failure to maintain a continuous transportation of equipment's to our project site and from Project site in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations and reputation. The Company has not faced any difficulty till dated in the third-party transport services but can not assure for the future. For further details, please refer page no. 108, Transportation in the chapter titled "Business Overview".

- 14. *We have projects in diverse geographical regions which may expose us to various challenges.***

In the last years, we have successfully completed many Projects across the states of Gujarat, Maharashtra, Rajasthan, Karnataka, Madhya Pradesh and Assam. We are company has successfully expanded its operations and provided its services across 12 states in India as of the date of the draft prospectus. These states include Gujarat, Telangana, Andhra Pradesh, Tamil Nadu, Kerala, Karnataka, Goa, Madhya Pradesh, Rajasthan, Odisha, West Bengal (Kolkata), and Maharashtra. We have successfully completed over more than 300 CNG filling station - Project of various size and complexities in the different states of India. Further under O & M services, presently we are providing services to more than 450 units on annual basis as on March 31, 2025. For further details of our Order on hand, see "Business Overview" on page no.93. The execution of Projects in these diverse geographies may be challenging on account of our lack of familiarity with the social, political, economic and cultural conditions of these regions, language barriers, difficulties in staffing and managing operations and our reputation in such regions. We may also encounter additional unanticipated risks and significant competition in these diverse geographical areas with different projects which may adversely affect our business, operations, and financial condition.

- 15. *Our projects are typically awarded to us on satisfaction of prescribed pre-qualification criteria and following a competitive bidding process. Our business and our financial condition may be adversely affected if new projects are not awarded to us or if contracts awarded to us are prematurely terminated.***

Our projects are typically awarded to us following a competitive bidding process and satisfaction of prescribed technical and financial pre-qualification criteria. While the track record, experience of project execution, service quality, technical expertise, reputation and sufficiency of financial resources are important considerations in

awarding contracts, there can be no assurance that we would be able to meet such technical and financial qualification criteria. Further, once prospective bidders satisfy the prequalification requirements of the tender, the project is usually awarded on the basis of price competitiveness of the bid. We generally incur costs in the preparation and submission of bids, which are one-time, non-reimbursable costs. We cannot assure you that we would bid where we have been pre-qualified to submit a bid, or that our bids, when submitted or if already submitted, would result in projects being awarded to us. For further detail on pre-qualification criteria and our services, please refer chapter titled “Business Overview” on page no. 94 of the Draft Prospectus.

16. *Our insurance coverage may not be sufficient or adequate to protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows.*

Our Company faces various operational risks. We maintain insurance policies to cover risks related to our employees and vehicles in accordance with the terms of our contracts/ projects and best industry practices. Our insurance policies include Workman Compensation Insurance and Group Accident and Health Insurance Policies and contractor plants and machinery policy. Further, we have taken Vehicle insurance policies to insure our vehicles. We believe that we maintain all material insurance policies that are customary for companies operating in similar businesses and as required under the work contract. We believe that our insurance policies insure us against various hazards that may cause injury and loss of life, damage and destruction of property, equipment and environmental damage, professional indemnity. However, our insurance coverage may not adequately protect us against all material hazards as the policies may not be sufficient to cover all our economic losses. For further details, please refer page no. 110, Insurances in the chapter titled “Business Overview”.

To the extent that we suffer loss or damage as a result of events for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or the amount received pursuant to an insurance claim, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

17. *The requirements of being a public listed company may strain our resources and impose additional requirements.*

Our Company has no experience as a public listed company or with the increased scrutiny of its affairs by shareholders, regulators and the public at large that is associated with being a public listed company. As a public company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted public company. Our Company will also be subject to the provisions of the listing related compliances which require us to file unaudited financial results on a half yearly basis. In order to meet our Company’s financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management’s attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

18. *There have been instances of delay in filing of Provident Fund (PF) returns, Goods and Service Tax returns (GST) and return of Tax Deducted at Source (TDS) dues.*

There have been instances of delay in filing of PF returns, ESI Returns, GST returns in the past 3 years which were due to initial technological issue with GST portal, limited time frame for staff to align with the amendments in the initial years and multiple clarifications issued by the GST authorities. A wrong filing of GST return can lead to huge penalties and interest. Therefore, reconciliation and checking of returns before submitting them is necessary as there is no opportunity to make any changes afterward. Hence, there were delays in filing of GST returns in order to include correct inputs from all stakeholders involved and make them error free. There were also some delays in payment of Tax Deducted at Source (TDS) primarily due to technical glitches on the portal. Similarly, there were also some delays in payment of Provident Fund (PF) returns and delay in Payment of Professional Tax. There can be no assurance that such delays may not arise in future. There is a possibility of financial penalties being imposed on us by the relevant Government authorities, which may have a material adverse impact on our cash flows and financial condition. The details of delay filling by the company are as under:

Delay in the filling of GST Returns is as under:

Sr. No.	Month of Return	Due date of filing	Actual date of filling and payment	Delay Days
Details of GST Filing GSTR-1				
1.	January, 2022	February 11, 2022	February 28, 2022	17
2.	February, 2022	March 11, 2022	March 28, 2022	17
3.	August, 2022	September 11, 2022	October 05, 2022	24
4.	September, 2022	October 11, 2022	November 14, 2022	34
5.	October, 2022	November 11, 2022	November 14, 2022	3
6.	November, 2022	December 11, 2022	December 19, 2022	8
7.	December, 2022	January 11, 2023	January 19, 2022	8
8.	January, 2023	February 11, 2023	February 20, 2023	9
9.	February, 2023	March 11, 2023	March 17, 2023	6
Details of GST Filing GSTR-3B				
1.	April, 2021	May 20, 2021	June 04, 2021	15
2.	May, 2021	June 20, 2021	July 20, 2021	30
3.	June, 2021	July 20, 2021	August 30, 2021	41
4.	July, 2021	August 20, 2021	September 30, 2021	41
5.	August, 2021	September 20, 2021	October 30, 2021	40
6.	September, 2021	October 20, 2021	November 27, 2021	38
7.	October, 2021	November 20, 2021	December 25, 2021	35
8.	November, 2021	December 20, 2021	January 24, 2022	35
9.	December, 2021	January 20, 2022	February 28, 2022	39
10.	January, 2022	February 20, 2022	March 24, 2022	32
11.	February, 2022	March 20, 2022	March 28, 2022	8
12.	March, 2022	April 20, 2022	April 21, 2022	1
13.	May, 2022	June 20, 2022	June 27, 2022	7
14.	June, 2022	July 20, 2022	July 28, 2022	8
15.	July, 2022	August 20, 2022	September 24, 2022	35
16.	August, 2022	September 20, 2022	October 22, 2022	32
17.	September, 2022	October 20, 2022	November 14, 2022	25
18.	October, 2022	November 20, 2022	December 19, 2022	29
19.	November, 2022	December 20, 2022	January 19, 2022	30
20.	December, 2022	January 20, 2022	February 20, 2023	31
21.	January, 2023	February 20, 2023	March 17, 2023	25
22.	February, 2023	March 20, 2023	March 31, 2023	11
23.	April, 2023	May 20, 2023	June 24, 2023	35
24.	May, 2023	June 20, 2023	July 15, 2023	25
25.	June, 2023	July 20, 2023	August 19, 2023	30
26.	July, 2023	August 20, 2023	September 18, 2023	29
27.	August, 2023	September 20, 2023	October 14, 2023	24
28.	September, 2023	October 20, 2023	November 08, 2023	19
29.	October, 2023	November 20, 2023	November 25, 2023	5
30.	November, 2023	December 20, 2023	January 02, 2024	13
31.	January, 2024	February 20, 2024	March 11, 2024	20
32.	February, 2024	March 20, 2024	April 15, 2024	26
33.	March, 2024	April 20, 2024	May 09, 2024	19

Delay in the filling of PF Returns is as under:

Sr.No.	Month of Return	Due date of filing Return	Actual date of filling and payment	Delay Days
1.	November,2023	December 15, 2023	January 01, 2024	20
2.	February, 2024	March 15, 2024	April 12, 2024	28
3.	November,2024	December 15,2024	January 06, 2024	22
4.	December, 2024	January 15, 2025	January 16, 2024	1

Delay in the filling of ESIC Returns is as under:

Sr.No.	Month of Return	Due date of filing Return	Actual date of filling and payment	Delay Days
1.	June, 2021	August 15, 2021	August 16, 2021	1
2.	November, 2023	December 15, 2023	January 04, 2024	20
3.	February, 2024	March 15, 2024	April 12, 2024	28
4.	April, 2024	May 15, 2024	May 22, 2024	7
5.	November, 2024	December 15, 2024	January 06, 2025	22
6.	December, 2024	January 15, 2025	January 16, 2025	1

Delay in the filling of TDS Returns is as under:

Sr. No.	Month of Return	Due date of filing Return	Actual date of filling and payment	Delay Days
1.	April, 2021	May 07, 2021	May 21, 2021	14
2.	May, 2021	June 07, 2021	June 11, 2021	4
3.	December, 2021	January 01, 2022	January 15, 2022	8
4.	March, 2023	April 30, 2023	May 30, 2023	30
5.	April, 2023	May 07, 2023	July 07, 2023	61
6.	May, 2023	June 07, 2023	July 07, 2023	30
7.	May, 2023	June 07, 2023	April 30, 2023	328
8.	July, 2023	August 07, 2023	September 07, 2023	31
9.	July, 2023	August 07, 2023	April 30, 2024	267
10.	November, 2023	December 07, 2023	January 06, 2024	30
11.	January, 2024	February 07, 2024	April 30, 2024	83
12.	February, 2024	March 07, 2024	April 30, 2024	54
13.	March, 2024	April 30, 2024	May 30, 2024	24
14.	April, 2024	May 07, 2024	July 02, 2024	56
15.	May, 2024	June 07, 2024	July 02, 2024	25
16.	August, 2024	August 07, 2024	August 12, 2024	5
17.	October, 2024	October 07, 2024	November 04, 2024	28
18.	October, 2024	October 07, 2024	December 07, 2024	61
19.	November, 2024	December 12, 2024	January 06, 2025	30

19. We do not own registered office from which we operate.

Our Registered Office is located at A-14, Shanti Niketan Society, nr. Shravan Chokdi, Bharuch- 392001. The registered office is not owned by us. Our company has taken premises on lease basis at a monthly rent of Rs.72,000 and has entered into rent agreement with Suryakumari Vakalapudi, and Srinivasarao Vakalapudi, promoters of our company. The premises have been taken by us on lease for a period of 3 years w.e.f. June 01, 2023 to May 30, 2026 with a condition that both Lessor and Lessee may at any time terminate this lease agreement by notice in writing to other side at least 30 days before termination of this agreement.

There can be no assurance that this agreement will not be terminated by the Lessor before the completion of 3 years, or the term of the agreements will be renewed after 3 years and in the event the lessor/licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we may require to vacate the registered office and identify alternative premises and enter into fresh lease or leave and license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability. Further, there is no conflict of interest between the lessor of the immovable properties and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and the Subsidiary/ Group Companies and its directors.

20. Our two Premises from where we will start the testing and Maintenance Center and repairing of critical part of compressor and gas gathering equipments are on lease basis. If, on completion of lease period, the same is not renewed, we have to find out the alternate premises, which affect our business adversely.

Our two Premises from where we will start the testing and Maintenance Center and repairing of critical part of compressor and gas gathering equipment are situated at Plot No. 817, located in the Palej Industrial Estate/Area, comprises Revenue Survey No. 101/P within the village limits of Palej Taluka, Bharuch District, Bharuch and

Plot No. 818, located in the Palej Industrial Estate/Area, comprises Revenue Survey No. 101/P within the village limits of Palej Taluka, Bharuch District, Bharuch for which our company has entered in to Lease basis from Surya Instruments and Calibration (through Proprietor Vakalapudi Suryakumari) and Teja Engineering Services (through Proprietor Vakalapudi Srinivasa Rao). Both these premises have been taken by us on lease at a monthly rent of Rs. 50,000 for each property for a period of 3 years w.e.f. June 01, 2023 to May 30, 2026 with a condition that both Lessor and Lessee may at any time terminate this lease agreement by notice in writing to other side at least 30 days before termination of this agreement vide Lease Agreements dated October 17th, 2023. For further detail on the immovable properties, please refer page no. 109, Details of Immovable Property in the chapter titled “Business Overview”.

There can be no assurance that this agreement will not be terminated by the Lessor before the completion of 3 years, or the term of the agreements will be renewed after 3 years and in the event the lessor/licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we may require to vacate the registered office and identify alternative premises and enter into fresh lease or leave and license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

21. *Our company avails credit facilities from the Bank of Baroda, as per sanction terms there are certain restrictive covenants imposed on the issuer company.*

We have availed Credit Facility in the form of working capital and Bank Guarantee amounting to Rs. 7.50 Crs. From Bank of Baroda vide its Sanction letter dated May 13, 2024. There are certain restrictions and conditions on the issuer company and the company had accepted all the terms and conditions of sanction letter. as a part of the conditions, during currency of the Bank’s credit facilities, change of management should be done after prior approval from the bank, bank will have the option of appointing nominee on the Board of the directors of the Company and without bank’s prior permission Effect any change in the capital structure, formulate any scheme of expansion/ Modernization/ diversification, Declare Dividend for any year, affect any drastic change in the management set up. These covenants may have an adverse effect on the functioning of our Company. For further detail, please refer chapter titled “Financial Indebtedness” on page no. 170 of Draft Prospectus.

Company has obtained “No objection certificate” (NOC) for the propose Initial Public Issue (IPO) from our lender Bank i.e. Bank of Baroda vide it letter no. BOB/BROACH/ADV/TEJA/IPO/NOC/1 dated January 23, 2025.

22. *Our Promoters/Directors have issued personal guarantees and/or mortgaged their property in relation to debt facilities availed by us, which if revoked, may require alternative guarantees, repayment of amounts due or termination of the facilities.*

Our Promoters have provided their personal guarantees and/or mortgaged their property in relation to our secured debt facilities availed from Bank of Baroda. In the event any of these guarantees are revoked or mortgaged properties are moved against, then the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. While we have not faced any revocation of such guarantees in the past, if any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. Further we may not be successful in procuring alternative guarantees satisfactory to the lenders and as a result, may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition. For further details, see “*Financial Indebtedness*” on page No. 170. of Draft Prospectus.

23. *Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.*

Post this Issue, our Promoter and Promoter Group will collectively own 91.33 % of our equity share capital. As a result, our Promoter, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. For further details, see

Point no. 8, The shareholding pattern before and after the Issue, chapter titled “Capital Structure” on page No. 54. of this Draft Prospectus.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

- 24. *We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our manufacturing facility, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.***

Although, we have obtained all material approvals required to carry on our business activities as on the date of this Draft Prospectus, most of these approvals are granted for a fixed period of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our operations, thereby having a material effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any or all such permits or approvals in the time-frame anticipated by us or at all. To know the statutory and regulatory permits, licenses and approvals of our Company, please refer Chapter Titled “Government and Statutory Approvals” on page no.181 of this Draft Prospectus.

- 25. *There are certain instances of delays in the past with ROC/Statutory Authorities.***

Our Company also in the past have made delay in filings of some RoC forms as per the stipulated timelines prescribed under the Companies Act, 2013. Our Company has paid requisite late fees for such filings, and no show cause notice in respect of the same has been received by our Company till date. The details of ROC Late Filings are as follows:

Sr. No.	Form Name/ Number	SRN	Date of Event	Due Date	Filing Date	Remarks on Delay
1.	MGT-14	AA4165746	30/05/2023	28/06/2023	21/08/2023	Late filing of form. The company has paid additional fees for the delay filing.
2.	CHG-1	AB2816870	09/01/2025	07/02/2025	02/03/2025	Late filing of form. The company has paid additional fees for the delay filing.
3.	CHG-1	AB2812655	02/01/2025	31/01/2025	01/03/2025	Late filing of form. The company has paid additional fees for the delay filing.
4.	MGT-14	AB2817801	16/11/2024	15/11/2025	26/02/2025	Late filing of form. The company has paid additional fees for the delay filing.
5.	MGT-14	AB2817930	02/01/2025	31/01/2025	26/02/2025	Late filing of form. The company has paid additional fees for the delay filing.
6.	MGT-14	AB2818321	01/04/2024	30/04/2024	26/02/2025	Late filing of form. The company has paid additional fees for the delay filing.
7.	MGT-14	AB2817504	09/01/2025	07/02/2025	26/02/2025	Late filing of form. The company has paid additional fees for the delay filing.

8.	CHG-1	AB2177365	16/11/2024	15/12/2024	17/12/2024	Late filing of form. The company has paid additional fees for the delay filing.
9.	MGT-14	AB2176785	15/11/2024	14/12/2024	16/12/2024	Late filing of form. The company has paid additional fees for the delay filing.
10	DPT-3	AB2023542	30/06/2024	30/06/2024	29/11/2024	Late filing of form. The company has paid additional fees for the delay filing.
11	AOC-4	N14787527	13/09/2024	12/10/2024	09/11/2024	Late filing of form. The company has paid additional fees for the delay filing.

Further, no show cause notice in respect to the above has been received by the Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or the Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause adverse effect on results of operations and financial position.

26. Our Company does not have intellectual property rights over its corporate logo



We have our corporate logo in the name and style of,  but the same is not registered with the Trademarks and Patents Authority. We have applied for registration of the same in Class 7, 11 and 42 with the Trade Marks and Patents Authority. We operate in an extremely competitive environment, we are dealing in the business of construction and erection of CNG gas Station and other projects on turnkey basis and its maintenance work, where the name and reputation has much more value, we have created our image and reputation and recognition among our customers, which is a significant element of our business strategy and success. Currently, our logo is not Registered with the Authority, we have applied for its registration with Trade Marks and Patents Authority. In absence of our Registered Logo or Trademark there are chances of getting damage to our business prospects, reputation and goodwill and misuse of our designs and logo also. For further details on Intellectual Properties, please see page no. 181 in the chapter “Government and other Statutory Approval” of this Draft Prospectus.

27. We are dependent upon the experience and skill of our promoter, management team and key managerial personnel and senior management personnel. Loss of our Promoter or our inability to attract or retain such qualified personnel, could adversely affect our business, results of operations and financial condition.

We believe that our Promoters have played a key role in the development of our business and we benefit from their industry knowledge and expertise, vision and leadership. Our Promoters have strong operational knowledge, good relationships with our clients and a successful track record of executing growth plans. In addition to our Promoter, our key management and senior management team includes qualified, experienced and skilled professionals who possess requisite experience across various aspects of our business. We believe the stability of our management team and the industry experience brought on by our individual Promoters enables us to continue to take advantage of future market opportunities. We believe that our senior management team is well qualified to leverage our market position with their collective experience and knowledge in the business of construction and erection of CNG gas Station and other projects on turnkey basis and its maintenance work, to execute our business strategies and drive our future growth.

Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. The loss of the services of our key personnel or our inability to recruit or train sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects.

If we are unable to hire additional qualified personnel or retain them, our ability to expand our business may be impacted. Our Company's profitability, financial condition and results of operations may also be impacted due to lack of experienced and talented workforce. As we intend to continue to expand our operations and develop new Countries, we will be required to continue to attract and retain experienced personnel. There can be no assurance that our competitors will not offer better compensation incentives and other perquisites to such skilled personnel.

28. *We may not be able to successfully manage the growth of our operations and execute our growth strategies which may have an adverse effect on our business, financial condition, results of operations and future prospects.*

As we continue to grow, we must continue to improve our managerial, technical and operational knowledge and allocation of resources, and implement an effective management information system. In order to fund our ongoing operations and future growth, we need to have sufficient internal sources of liquidity or access to additional financing from external sources, including debt or equity. For further details on our strategies, see "**Our Business –Strategies**" on page no. 105 of Draft Prospectus. Further, we will be required to manage relationships with a number of clients, suppliers, contractors, service providers, lenders and other third parties. We will need to further strengthen our internal control and compliance functions to ensure that we will be able to comply with our legal and contractual obligations and minimize our operational and compliance risks. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business and operations and training an increasing number of personnel to manage and operate the expanded business. There can be no assurance that we will be able to successfully manage our growth, strategies or that our expansion plans will not adversely affect our existing operations and thereby have an adverse effect on our business, financial condition, results of operations and prospects.

Further, we could also encounter difficulties and delays in executing our growth strategies due to a number of factors, including, unavailability of skilled, semi-skilled, unskilled human resources and capital resources, inability to develop adequate systems, getting necessary permissions from the concerned authorities, delayed payments or non-payments by clients, other unforeseen situations or difficulties may result in delay in the execution of our business in new segment as well as new geographical area. There can be no assurance that we will be able to execute our growth strategy on time and within the estimated costs, or that we will meet the expectations of our clients.

29. *We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures may adversely affect our business, financial condition and results of operations.*

We face significant competition in our business from the organized and unorganized units. We operate in a highly competitive business environment. Growing competition in the domestic market from domestic organized and unorganized players and/or the international players, we are subject to pricing pressures and require us to reduce the prices of our services in order to retain the existing customers and/or attract new customers, which may have a material adverse effect on our revenues and margins. Some of our competitors may be increasing the span of their services, their capacities and targeting the same services in which we are dealing by bidding lower price in the open tender. There can be no assurance that we can continue to compete effectively with our competitors in the future, any failure to compete effectively may have an adverse effect on our business, financial condition and results of operations. In addition to this, as a result of the intense competition and accelerated innovation in the in our Industry, our ability to achieve and maintain profitability depends on a number of factors, including our investment in assets-based module and development, expanding the after sales services and the pricing levels of our competitors, some of which is beyond our control. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

30. *We have experienced negative cash flows in previous years / periods. Any operating losses or negative cash flow in the future could adversely affect our results of operations and financial condition.*

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under.

(Rs. In Lacs)

Particulars	For the period ended on 31 December, 2024	For the period ended on 31 st March		
		2024	2023	2022
Net Cash Generated from	48.60	(893.11)	(77.27)	244.76

Operating Activities				
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31. *The average cost of acquisition of Equity Shares held by our Promoters is lower than the Issue Price.*

Our Promoters' average cost of acquisition of Equity Shares in our Company is Rs.10.00 which is lower than the Issue Price which is proposed to be determined on a fixed price basis. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled "Capital Structure" on page no. 56 of this Draft Prospectus.

32. *Our Promoters, Directors and Key Managerial Personnel may have interest in our Company, other than reimbursement of expenses incurred or remuneration.*

Our Promoters, Directors and Key Managerial Personnel 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 into between our Company and themselves as well as between our Company and our Group Entities. For further details, please refer to the chapters titled "Business Overview" and "Our Promoters and Promoter Group", beginning on page no. 92 and 13 respectively and the chapter titled "Annexure 29 - Related Party Transactions" on page no. 160 under chapter titled "Restated Financial Statements" beginning on page no. 136 of this Draft Prospectus.

33. *We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.*

We have entered into certain transactions with related parties which are in compliance with Company Law and other applicable laws with our Promoter, Promoter Group, Directors and may continue to do so in future. Our Company has entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could have obtained better and more favourable terms than from transaction with related parties. Additionally, our company belief that all our related party transactions have been conducted on an arm's length basis, but we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, as under the Companies Act, 2013 and the Listing Regulations. For details of transactions, please refer to "Annexure-29" Related Party Transactions" on page no. 160 of Restated Financial Information.

34. *There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.*

In terms of Regulation 41 of SEBI (ICDR) (Amendment) Regulations, 2022, as amended, appointment of monitoring agency is required only for Issue size above Rs. 50 cr. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of Listing Agreement. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE.

35. *We have not identified any alternate source of financing the 'Objects of the Issue'. 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 Issue which may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled "Objects of the Issue" on page no. 60 of this Draft Prospectus.

36. *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. 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.

37. *Delay in raising funds from the IPO could adversely impact the implementation schedule.*

The proposed fund requirement, for funding our working capital requirements, expansion and part repayment of debt, primarily, as detailed in the chapter titled “Objects of the Issue” beginning on page no. 60 of this Draft Prospectus is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We, therefore, cannot assure that we would be able to execute our future plans/strategy within the estimated time frame.

38. *We have not independently verified certain data in this Draft Prospectus.*

We have not independently verified data from the industry and related data contained in this Draft Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

39. *Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.*

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be changed subject to the approval of shareholders by passing special resolution pursuant to section 27 of Companies Act, 2013 through postal ballot or subject to an authority given by the Company in general meeting by way of special resolution and based on various factors which are beyond our control. For further details, please see the section titled “Objects of the Issue” beginning on page no. 61 of this Draft Prospectus.

40. *Any future issuance of Equity Shares may dilute the shareholding of the Investor 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 issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled “Capital Structure” beginning on page no. 56 of this Draft Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

41. *The issue price of the Equity Shares may not be indicative of market price of our equity shares after the issue and the market price of our Equity shares may decline below the issue price.*

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company had made good progress in establishing its name in the readymade garment segment. All such points have been considered in deciding the issue price of the Equity Shares. Please refer chapter titled “Basis for

Issue Price “beginning on the page no 71 of this Draft prospectus. The market price of our equity shares could be subject to change after the issue and may decline the below the issue price.

42. *All of our directors do not have any prior experience of being a director in any other listed company in India.*

Our Board of Directors currently consists of five (5) members, including the Chairman and Managing Director. Of these, two (2) is an Executive Director, one (1) are Non-Executive Directors, and two (2) are Non-Executive Independent Directors. While our Board members bring significant expertise in their respective fields, none of them have prior experience serving as directors in any other listed company in India. This lack of experience may present potential challenges in aligning with the best practices of corporate governance and effectively implementing these norms. Additionally, the absence of such experience could influence the company's credibility and reputation among investors and other key stakeholders. For further details, please refer to the chapter titled “Our Management” on page no. 121.

43. *Sale of shares by our promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.*

The sale of shares by the promoters or other significant shareholder(s) may significantly affect the trading price of our Equity shares. Further the market price generally may be adversely affected on account of the news about the sale of shares by the promoters. However, the closing of trading windows during the period of financial results may restrict the promoters from selling the shares in the open market.

44. *Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.*

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

45. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of NSE in a timely manner or at all.*

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of NSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

46. *The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.*

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a fixed price 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.

47. *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.

EXTERNAL RISK FACTORS

After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the stock exchange may fluctuate as a result of the factors, including:

- Volatility in the India and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors;
- Adverse media reports on Company;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

1. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

2. *Any changes in the regulatory framework could adversely affect our operations and growth prospects*

Our Company is subject to various regulations and policies. For details see section titled "Key Industry Regulations and Policies" beginning on page no. 111 of this Draft Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

3. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance*

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

- 4. *100% of Revenue is derived from business in India and a decrease in economic growth in India could materially affect and cause our business to suffer.***

We derive 100% of our revenue from our operations in India and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

- 5. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Book Running Lead Manager have appointed Beeline Broking Limited as Designated Market maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

- 6. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include income tax and GST and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

SECTION - III –INTRODUCTION THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	Upto 17,00,000 Equity Shares of face value of ₹10.00/- each fully paid-up for cash at an Issue Price of ₹ [●] each aggregating to ₹ [●]
Of Which Market Maker Reservation Portion	[●] Equity Shares of ₹10 each fully paid-up for cash at a price of ₹ [●] per share aggregating to ₹ [●].
Net Issue to the Public*	[●] Equity Shares of ₹10 each fully paid-up for cash at a price of ₹ [●] per share aggregating to ₹ [●].
Of Which	
Allocation to Individual Investors for above Rs. 2.00 lakh	[●] Equity Shares of ₹ 10 each fully paid-up for cash at a price of ₹ [●] per share aggregating to ₹ [●].
Allocation to other investors for above Rs. 2.00 lakh	[●] Equity Shares of ₹ 10 each fully paid-up for cash at a price of ₹ [●] per share aggregating to ₹ [●].
Pre-and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	47,19,300 Equity Shares of face value of ₹10.00/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of face value of ₹ 10.00/- each
Use of Issue Proceeds	For details, please refer chapter titled “Objects of the Issue” beginning on page no. 60 of this Draft Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 02, 2025 and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on January 23, 2025 pursuant to section 62(1)(c) of the Companies Act. This Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended. For further details, please refer to section titled “Issue Structure” beginning on page no. 201 of this Draft Prospectus.

*As per the Regulation 253, sub regulation (3) of the SEBI (ICDR) Regulations 2018, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to individual investor who applies for minimum application size; and
- b) remaining to:
 - (i) Individual applicants who applies for more than minimum application size; and
 - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation. - For the purpose of sub-regulation (3), if the category of individual investors who applies for minimum application size is entitled to more than fifty per cent. of the issue size on a proportionate basis, such individual investors shall be allocated that higher percentage.

SUMMARY OF FINANCIAL INFORMATION

Annexure - 1: Restated Statement of Assets and Liabilities

(Rs. In Lakhs)

Particulars	Annex. No.	Company		(Teja Engineering Services - Business Take-Over)		
		As at 31 st Dec, 2024	As 31 st at March, 2024	As at 30 th June, 2023	As 31 st at March, 2023	As 31 st at March, 2022
I. Equity and Liabilities						
(1) Shareholders' Funds						
(a) Share Capital	5	471.93	451.03	132.36	110.08	98.90
(b) Reserve & Surplus	6	719.75	221.04	293.91	269.86	187.04
(2) Share application money pending allotment		0.00	0.00	0.00	0.00	0.00
(3) Non-current Liabilities						
(a) Long term borrowings	7	9.32	0.00	298.99	263.43	240.01
(b) Deferred tax liabilities (Net)	8	3.19	2.53	0.00	0.00	0.00
(c) Other long term liabilities		0.00	0.00	0.00	0.00	0.00
(d) Long term provisions		0.00	0.00	0.00	0.00	0.00
(d) BTA Control A/c		0.00	0.00	0.00	0.00	0.00
(4) Current Liabilities						
(a) Short term borrowings	9	1,215.06	708.98	490.06	411.01	110.53
(b) Trade payables	10					
(A) Total outstanding dues of micro and small enterprises		83.74	0.00	0.00	0.00	0.00
(B) Total outstanding dues of creditors other than micro and small enterprise		4.95	158.87	100.42	116.48	23.81
(c) Other current liabilities	11	248.50	456.68	273.05	223.58	154.52
(d) Short term provisions	12	87.24	95.92	28.83	31.88	21.03
Total		2843.67	2,095.05	1,617.62	1,426.32	835.83
II. Assets						
(1) Non-current Assets						
(a) Property, Plant and Equipment and Intangible assets						
(i) Building	13	0.00	0.00	63.76	65.39	53.51
(ii) Land		0.00	0.00	0.00	0.00	0.00
(iii) Machines		75.97	4.80	0.00	0.00	70.18
(iv) Vehicles		76.88	62.77	67.21	67.26	43.42
(iii) Furniture and fixtures		18.67	0.99	12.72	13.77	10.02
(iv) Other Assets		4.44	3.64	5.13	4.37	3.68
(b) Non-current investments	14	8.35	7.56	98.98	82.66	88.67
(c) Deferred tax assets (net)		0.00	0.00	0.00	0.00	0.00
(d) Long term loans and advances		0.00	0.00	0.00	0.00	0.00
(e) Other non-current assets	15	326.85	15.44	39.25	4.07	2.10
(2) Current Assets						
(a) Inventories	16	864.50	888.32	504.47	485.63	200.67
(b) Trade receivables	17	870.27	712.77	466.12	372.95	150.34
(c) Cash and cash equivalents	18	444.96	17.79	12.76	9.65	4.24
(d) Short-term loans and advances	19	69.40	191.10	127.55	110.81	140.17
(e) Other current assets	20	83.36	122.21	69.93	58.87	53.40
Total		2,843.67	2,095.05	1,617.62	1,426.32	835.83

Annexure - 2: Restated Statement of Profit and Loss
(Rs. In Lakhs)

Particulars	Annex No	Company		(Teja Engineering Services - Business Take-Over)		
		As at 31 st Dec, 2024	As at 31 st March, 2024	As at 30 th June, 2023	As at 31 st March, 2023	As at 31 st March, 2022
I. Revenue from operations:	21	4,021.17	3,161.72	840.36	2,457.90	2,431.27
II. Other income:	22	0.05	7.10	0.23	1.18	0.91
III. Total Income (I + II)		4,021.23	3,168.82	840.59	2,459.08	2,432.18
IV. Expenses:						
Cost of Services Rendered & material consumed	23	3,247.11	2,383.85	635.68	1,764.02	1,815.00
Employee benefit expense	24	138.81	186.46	53.54	193.54	189.50
Finance Costs	25	87.03	66.08	28.80	74.46	61.87
Depreciation and Amortization Expense	26	14.92	13.08	7.33	32.87	27.13
Other Expenses	27	257.92	217.87	65.13	221.64	175.24
Total Expenses (IV)		3,745.79	2,867.34	790.49	2,286.53	2,268.74
V. Profit before exceptional and extraordinary items and tax	(III - IV)	275.43	301.48	50.10	172.55	163.44
VI. Exceptional Items		0.00	0.00	0.00	0.00	0.00
VII. Profit before extraordinary items and tax	(V - VI)	275.43	301.48	50.10	172.55	163.44
VIII. Extraordinary Items		0.00	0.00	0.00	0.00	0.00
IX. Profit before tax	(VII - VIII)	275.43	301.48	50.10	172.55	163.44
X. Tax Expense:						
(1) Current Tax		-68.67	-77.91	-13.03	-44.86	-42.49
(2) Deferred Tax	28	-0.65	-2.53	0.00	0.00	0.00
XI. Profit (Loss) from the period from continuing operations	(IX - X)	206.11	221.04	37.08	127.69	120.94
XII. Profit/(Loss) from discontinuing operations		0.00	0.00	0.00	0.00	0.00
XIII. Tax expense of discontinuing operations		0.00	0.00	0.00	0.00	0.00
XIV. Profit/(Loss) from discontinuing operations after tax	(XII - XIII)	0.00	0.00	0.00	0.00	0.00
XV. Profit/(Loss) for the period	(XI + XIV)	206.11	221.04	37.08	127.69	120.94
XVI. Earning Per Equity Share:						
(1) Basic		4.57	4.90	NA	NA	NA
(2) Diluted		4.57	4.90	NA	NA	NA

Annexure - 3: Restated Statement of Cash Flow
(Rs. In Lakhs)

Particulars	Company		(Teja Engineering Services - Business Take-Over)		
	As at 31 st Dec, 2024	As at 31st March, 2024	As at 30 th June, 2023	As at 31st March, 2023	As at 31st March, 2022
(A) Cash Flow from Operating Activities					
Restated Net Profit Before Tax and Extraordinary items	275.43	301.48	50.10	172.55	163.44
Adjustments For:					
Rent & interest Received	0.05	7.10	-0.23	-1.18	-0.91
Interest and Finance Charges Paid	87.03	66.08	28.80	74.46	61.87
Depreciation	14.92	13.08	7.33	32.87	27.13
Operating profit before working capital changes	377.44	387.74	86.01	278.70	251.53
Changes in Working Capital					
(Increase)/Decrease in Trade Receivables	-157.50	-712.77	-93.17	-222.61	80.05
(Increase)/Decrease in Inventories	23.82	-888.32	-18.84	-284.97	-31.15
(Increase)/Decrease in Short Term Loans and Advances	121.70	-191.10	-16.74	29.36	-24.25
(Increase)/Decrease in Other Current Assets	38.85	-122.21	-11.06	-5.47	-18.05
Increase/(Decrease) in Trade Payables	-70.19	158.87	-16.06	92.67	-6.15
Increase/(Decrease) in other Current liabilities	-208.18	456.68	49.47	69.06	30.77
Increase/(Decrease) in Short Term Provisions	-8.68	95.92	-3.05	10.85	4.50
Cash Generated from / (used in) operating activities	117.27	-815.19	-23.44	-32.40	287.25
Less: Income Tax paid	-68.67	-77.91	-13.03	-44.86	-42.49
Cash Flow before extraordinary items	48.60	-893.10	-36.47	-77.27	244.76
Net cash generated from / (used in) Operating Activities.....A	48.60	-893.10	-36.47	-77.27	244.76
(B) Cash Flow from Investing Activities					
(Increase)/Decrease in Non-Current Investment	-0.79	-7.56	-16.32	6.01	13.09
(Increase)/Decrease in Other Non-current Assets	-311.41	-15.44	-35.18	-1.97	-0.01
Rent & interest Received	-0.05	-7.10	0.23	1.18	0.91
(Purchase) of Tangible Fixed Assets	-57.51	-152.94	-4.93	-138.31	-54.46
(Purchase) /Sale of Tangible Fixed Assets	6.47	0.00	0.00	0.00	0.00
Net cash generated from / (used in) Investing Activities.....B	-363.29	-183.04	-56.20	-133.09	-40.47
(C) Cash Flow from financing Activities					
Proceeds from issue of Share Capital	313.50	451.03	0.00	0.00	0.00
Adjusting in capital	0.00	0.00	9.96	-33.67	-13.24
Increase/(Decrease) in Short Term Borrowings	506.08	708.98	79.05	300.48	-71.98
Increase/(Decrease) in Long Term Borrowings	9.32	0.00	35.56	23.42	-60.69
Interest and Finance Charges Paid	-87.03	-66.08	-28.80	-74.46	-61.87
Net cash generated from / (used in) Financing Activities.....C	741.86	1,093.93	95.78	215.77	-207.78
Net increase in cash and cash equivalents (A+B+C)	427.17	17.79	3.12	5.41	-3.50
Cash and cash equivalents at the beginning	17.79	0.00	9.65	4.24	7.74
Cash and cash equivalents at the end	444.96	17.79	12.76	9.65	4.24

GENERAL INFORMATION

Our Company was incorporated as “**Teja Engineering Industries Private Limited**” on April 17, 2023 under the provisions of Companies Act, 2013 with the Registrar of Companies, Central Registration Centre bearing Corporate Identification Number U33122GJ2023PTC140188. Thereafter, the status of the Company was changed to Public Limited and the name of our Company was changed to “**Teja Engineering Industries Limited**” vide Special Resolution dated September 09, 2023 and a fresh certificate of incorporation consequent to conversion was issued on September 19, 2023 by the Registrar of Companies, Central processing centre. The Corporate Identification Number of our Company is U33122GJ2023PLC140188. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter “History and Certain Corporate Matters” on page 118 of this Draft Prospectus.

The Corporate Identification Number of our Company is U33122GJ2023PLC140188.

Registered office of our Company

TEJA ENGINEERING INDUSTRIES LIMITED

Address: A/14 Shantiniketan Society, N/r Shravan Chokdi, Bharuch, Gujarat, India-392001

Tel/Mob. No: 02642-239705

Website: www.tejaengineering.com

E-mail: info@tejaengineering.com

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies

Our Company is registered with the Registrar of Companies, Ahmedabad, Gujarat. located at: ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad, Gujarat, India—380013

Board of Directors of our Company

Our Board of Directors comprises of the following directors as on the date of filing of this Draft Prospectus:

Sr No	Name	Designation	DIN	Address
1	Srinivasarao Vakalapudi	Managing Director	10116216	B-53, Navjeevan Society, Dahej Bypass Road, B/h V. D. Township, Bharuch, Gujarat-392001, India
2	Suryakumari Vakalapudi	Whole-time Director	10116215	B-53, Navjeevan Society, Dahej Bypass Road, B/h V. D. Township, Bharuch, Gujarat-392001, India
3	Vidiyala Navya Vasantha Lakshmi	Non-executive Director	10404703	7-28, Kaldhari, West Godavari, Andhra Pradesh-534329, India
4	Josna Pamula	Non-executive Independent Director	10311967	A-4, Mangal Thirth Society, Dahej By pass Road, Bharuch, Gujarat-392001, India
5	Mehul Hingu	Non-executive Independent Director	10404685	207, Rang heights, Near Vraj vihar, Bholav, Narmada Nagar, Bharuch, Gujarat-392015, India

For further details of our directors, please refer chapter titled “Our Management” beginning on page no. 121 of this Draft Prospectus.

Company Secretary and Compliance Officer

Mr. Deepak Kumar Laddha

Teja Engineering Industries Limited

Address: A/14 Shantiniketan Society, N/r Shravan Chokdi, Bharuch, Gujarat, India-392001

Tel/Mob. No: 02642-239705

Website: www.tejaengineering.com

E-mail: info@tejaengineering.com

Note: Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

ALL GRIEVANCES RELATING TO THE ASBA PROCESS AND UPI PAYMENT MECHANISM MAY BE ADDRESSED TO THE REGISTRAR TO THE ISSUE, WITH A COPY TO THE RELEVANT DESIGNATED INTERMEDIARY WITH WHOM THE ASBA FORM WAS SUBMITTED. THE APPLICANT SHOULD GIVE FULL DETAILS SUCH AS NAME OF THE SOLE OR FIRST APPLICANT, ASBA FORM NUMBER, APPLICANT DP ID, CLIENT ID, UPI ID (IF APPLICABLE), PAN, DATE OF THE ASBA FORM, ADDRESS OF THE APPLICANT, NUMBER OF EQUITY SHARES APPLIED FOR AND THE NAME AND ADDRESS OF THE DESIGNATED INTERMEDIARY WHERE THE ASBA FORM WAS SUBMITTED BY THE ASBA APPLICANT.

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.

Book Running Lead Managers to the Issue	Registrar to the Issue
Interactive Financial Services Limited Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India Tel No.: +91 079- 4908 8019 (M): +91-9898055647 Website: www.ifinservices.in Email: mbd@ifinservices.in Investor Grievance Email: info@ifinservices.in Contact Person: Pradip Sandhir SEBI Registration No: INM000012856	KFin Technologies Limited Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana Tel No.: +91 40 6716 2222 Website: www.kfintech.com E-Mail: teja.ipo@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI Reg. No.: INR000000221 CIN: L72400TG2017PLC117649
Legal Advisor to the Issuer	Statutory and Peer Reviewed Auditor
Adv. Mohan Kanojiya Address: 106A, 1st Floor, Vikas Building, 11th Bank Street, Fort, Mumbai-400 001 (M): +91 22 3577 9180 Email: advocatemohankanojiya@gmail.com / Jaysinghani.in@gmail.com Bar Council Number: MAH/1288/2015	M/s K. K. Haryani & Co. Chartered Accountants Address: D 205/206, R K Casta, Behind Patel Super Market, Opp. Dr. Bhavin Surtis Clinic, Station Road, Bahruch, Gujarat-392001 India Tel No.: 02642 260794 Mob. No.: +91 9426112030 Email Id: corpcompliance@kkh.co.in Contact Person: CA Kishor K. Haryani Firm Registration: 121950W Membership Number: 110780 Peer Review Registration Number: 015994
Bankers to the Company	Bankers to the Issue and Refund Banker and Sponsor Bank
Bank of Baroda Address: Bharuch Main Branch, Bluechip Complex, Sevashram Road, Bharuch-392001 Telephone No.: - 9099007407 E-mail: broach@bankofbaroda.com Website: www.bankofbaroda.co.in Contact Person: Mr. Nitish Kumar Designation: Chief Manager	[●]

SYNDICATE MEMBER(s)

No Syndicate Member have been appointed as on the date of this Draft Prospectus.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>.

Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and it's updated from time to time.

Registered Broker

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicant can submit Application form through stock broker network of the Stock Exchange i.e. Registered Broker at the Broker center.

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

Registrar to the Issue and Share Transfer Agents

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Collecting Depository Participants

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Inter-Se Allocation of Responsibilities

Interactive Financial Services Limited being the sole Book Running Lead Manager to the issue shall be undertaking all activities in relation to this issue. Hence, the statement of inter-se allocation of responsibilities among Book Running Lead Manager is not required.

Credit Rating

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

IPO Grading

Since the Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO grading agency.

Monitoring Agency

As per regulation 262(1) of SEBI (ICDR) Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹5,000 Lakhs. Since the issue size is below ₹5,000 Lakh, our Company has not appointed any monitoring agency for this Offer. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer. However, as per

section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

Appraising Entity

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

Expert Opinion

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

Our Company has received a written consent from our Statutory Auditor & Peer Review Auditor, M/s. K K Haryani & Co., Chartered Accountants, with respect to the Statement of Tax Benefits dated April 03, 2025 and with respect to their report on the Restated Financial Statements dated March 18, 2025 to include their name in this Draft Prospectus, as required under Companies Act, 2013 read with SEBI (ICDR) Regulations, 2018 as “Expert”, defined in section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “Expert” shall not be construed to mean an “Expert” as defined under the U.S. Securities Act.

Further, Our Company has also received written consent dated April 02, 2025 from the Practicing Company Secretary, namely N R Shah & Co., Practicing Company Secretary, to include their name in this Draft Prospectus, as an “expert” as defined under section 2(38) and section 26(5) of the Companies Act, 2013 to the extent and in his capacity as a practicing company secretary in respect of their certificate dated April 02, 2025 for the ROC Search obtained from MCA and providing the list of delays/ non-filing/ non-compliance of the forms filed with ROC as applicable to us and such consent has not been withdrawn as on the date of this Draft Prospectus.

Further, Our Company has also received written consent dated April 03, 2025 from the Legal Advisor to the Issue, namely M/s. Mohan Kanojiya, Lawyers (Firm No/ Bar Council No. MAH/1288/2015), to include their name in this Draft Prospectus, as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as a legal Advisor to Issue in respect of legal search obtained from different courts and authorities/departments search and providing the list of delays/ non-filing/ non-compliance with Income Tax/ GST and TDS departments as applicable to us and such consent has not been withdrawn as on the date of this Draft Prospectus.

Issue Programme

Issue Opening Date	●
Issue Closing Date	●
Finalization of Basis of Allotment with NSE EMERGE	●
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	●
Credit of Equity Shares to demat accounts of the Allottees	●
Commencement of trading of the Equity Shares on NSE EMERGE	●

Debenture Trustee

Since this is not a debenture issue, appointment of debenture trustee is not required.

Changes in Auditors during the Last Three Years

Except as disclosed below, there has been no change in the Statutory Auditors of our Company during the last three years preceding the date of this Draft Prospectus.

Particulars	Date of Appointment /Resignation	Reason for change
M/S K K HARYANI & CO. Chartered Accountants Address: D/205-206, 2nd Floor, R. K. Casta, Bh. Patel super Market, Station Road, Bharuch,	September 13, 2024	Re-Appointment as statutory Auditor in AGM for a period of 5 years

Gujarat, India-392001 Tel No.: 02642 260794 Mob. No.: +91 9426112030 Email: kishor_haryani@rediffmail.com Contact Person: CA Kishor K. Haryani Firm Registration: 121950W Membership Number: 110780 Peer Review Registration Number: 015994		
M/S K K HARYANI & CO. Chartered Accountants Address: D/205-206, 2nd Floor, R. K. Casta, Bh. Patel super Market, Station Road, Bharuch, Gujarat, India-392001 Tel No.: 02642 260794 Mob. No.: +91 9426112030 Email: kishor_haryani@rediffmail.com Contact Person: CA Kishor K. Haryani Firm Registration: 121950W Membership Number: 110780	May 16, 2023	Appointment as First Auditor of the Company

Filing of Draft Offer Document/ Offer Document

- The Draft Prospectus and Prospectus shall be filed with SME Platform of National Stock Exchange of India Limited ("NSE Emerge") situated at Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India.
- A soft copy of Prospectus shall be submitted to SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Draft Prospectus and Prospectus along with relevant documents shall be filed with SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.
- A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Ahmedabad, Gujarat, Located at: ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad, Gujarat, India—380013.

Underwriter

Our Company and the LM to the Issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated February 12, 2024 Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriter are several and are subject to certain conditions specified therein. The Underwriter have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone number and E-mail address of the Underwriter	Indicative Number of Equity Shares Underwritten*	Amount Underwritten (₹in Lakhs)	% of the Net Issue size Underwritten
Interactive Financial Services Limited Address: Office No. 508, Fifth Floor, Priviera, Nehru Nagar, Ahmedabad - 380 015, Gujarat, India Tel No.: +91 079- 4908 8019 (M): +91-9898055647 Website: www.ifinservices.in Email: mbd@ifinservices.in Investor Grievance Email: info@ifinservices.in Contact Person: Pradip Sandhir	Upto 17,00,000	[●]	[●]

SEBI Registration No: INM000012856			
Total	Upto 17,00,000	[●]	[●]

*Includes [●] Equity Shares of the Market Maker Reservation Portion which is to be subscribed by the Market Maker on its own account in order to comply with the requirements of Regulation 261 of SEBI (ICDR) Regulations 2018.

In the opinion of our Board of Directors of the Company, the resource of the above-mentioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue 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-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

Market Maker

Our Company and the Lead Manager have entered into an agreement dated February 12, 2025 with the following Market Maker, duly registered with NSE to fulfill the obligations of Market Making:

Name: After trade Broking Private Limited (Formerly Known as RCSPL Share Broking Private Limited)
Address: 206, TIME Square, Besides Pariseema Building, CG Road, Navrangpura, Ahmedabad-380009
Tel: +91 7801918080
Email: compliance@aftertrade.in
Website: www.aftertrade.in
Contact Person: Mr. Tanmay Trivedi
SEBI Registration Number: INZ000155638
NSE Member Code: 90113

After trade Broking Private Limited is registered with Platform of NSE as a Market Maker and has agreed to receive or deliver the Equity Shares in the market making process for a period of three (3) years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations, 2018.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 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(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the trading hours in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Limited (SME platform of NSE) and SEBI from time to time.
3. The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- 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. The

minimum lot size in the IPO is [●] Equity Shares, thus, the minimum depth of the quote shall be such an amount that the minimum lot of [●] Equity Shares is met, until the same is revised by Stock exchange.

4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of stock exchange from time to time).
5. 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 Issue Size (including the [●] Equity Shares to be allotted under this Issue to the Market Maker). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken into consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the stock exchange may intimate the same to SEBI after due verification. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
7. There would not be more than five (5) Market Makers for scrip of the company at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investor.
8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Exchange.
9. The Equity Shares of the Issuer will be traded in continuous trading session from the time and day the Issuer gets listed on NSE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars or amended from time to time.
10. The Market Maker shall not buy the Equity Shares from the Promoters or Promoter Group of the Issuer or any person who has acquired Equity Shares from such Promoter or Promoter Group, during the Compulsory Market Making Period.
11. The Promoters' holding of the Issuer which is locked-in shall not be eligible for offering to Market Maker during the Compulsory Market Making period. However, the Promoters' holding of the Issuer which is not locked in as per SEBI ICDR Regulations can be traded with prior permission of the NSE, in the manner specified by SEBI from time to time.
12. The BRLM, if required, has a right to appoint a nominee director on the Board of the Issuer any time during the Compulsory Market Making period provided it meets requirements of the SEBI (ICDR) Regulations, 2018.
13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer at any particular level and is purely supposed to facilitate liquidity on the counter of the Issuer via its 2-way quotes. The price shall be determined and be subject to market forces.
14. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while withdrawal on account of force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
15. The Market Maker shall have the right to terminate said arrangement by giving a six month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
16. 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 Book Running Lead Manager to arrange for another Market Make 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 SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers 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 five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

17. **Risk containment measures and monitoring for Market Makers:** NSE Exchange 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.
18. **Punitive Action in case of default by Market Makers:** NSE Exchange 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 Equity Shares of the Company 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 (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

19. Price Band and Spreads SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be
 - I. 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.
 - II. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
20. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the NSE.

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

21. After completion of the first three months of market making, in terms of SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; the Market Maker shall be exempt from providing buy quote on attaining the prescribed threshold limits (including the mandatory allotment of 5% of Equity Shares of the Offer). Further, the Market Maker can offer buy quotes only after the Market Maker complies with prescribed re-entry threshold limits. Only those Equity Shares which have been acquired by the Market Maker on the platform of the NSE Emerge Exchange during market making process shall be counted towards the Market Maker's threshold. The Market Maker shall be required to provide two-way quotes during the first three months of the market making irrespective of the level of holding.
22. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The call auction is not applicable of those companies, which are listed at NSE Emerge platform.

23. 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.
24. Further, the following shall apply to Market Maker while managing its inventory during the process of market making:
- The exemption from threshold as per table below shall not be applicable for the first three (3) months of the Compulsory Market Making Period and the Market Maker shall be required to provide two-way quotes during this period irrespective of the level of holding.
 - Threshold for market making as per table below will be inclusive of mandatory inventory of 5% of Issue Size at the time of Allotment in the Issue.
 - Any initial holdings over and above such 5% of Issue size would not be counted towards the inventory levels prescribed.
 - Apart from the above mandatory inventory, only those Equity Shares which have been acquired on the platform of the Exchange during market making process shall be counted towards the Market Maker's threshold.
 - Threshold limit will be taken into consideration, the inventory level across market makers.
 - The Market Maker shall give two-way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes.
 - Two-way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.
 - In view of the market making obligation, there shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process on the platform of the Exchange, the Exchange may intimate the same to SEBI after due verification.

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of Issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of Issue size)
Upto ₹ 2,000 Lakhs	25 %	24 %
₹. 2,000 Lakhs to ₹. 5,000 Lakhs	20 %	19 %
₹. 5,000 Lakhs to ₹. 8,000 Lakhs	15 %	14 %
Above ₹.8,000 Lakhs	12 %	11 %

25. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ NSE from time to time.

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 issue and after giving effect to the issue, as on the date of filing of this Draft Prospectus, is set forth below:

Amount (₹ in Lacs except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A	AUTHORISED SHARE CAPITAL		
	65,00,000 Equity Shares of face value of ₹10 each	650.00	
B	ISSUED, SUBSCRIBED & PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
	47,19,300 fully paid Equity Shares of face value of ₹. 10 each	471.93	
C	PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS		
	Issue Upto 17,00,000 Equity Shares of face value of ₹10 each at a premium of ₹ [●] per share	[●]	[●]
(I)	Reservation for Market Maker [●] Equity Shares of face value of ₹10 each at a premium of ₹. [●] will be available for allocation to Market Maker	[●]	[●]
(II)	Net Issue to the Public [●] Equity Shares of face value of ₹10 each at a premium of ₹. [●] per share	[●]	[●]
	Net Issue to Public consists of		
(I)	[●] Equity Shares of face value of ₹10 each at a premium of ₹ [●] per share shall be available for allocation for Investors who applies for minimum application size of above ₹2.00 lakhs	[●]	[●]
(II)	[●] Equity Shares of face value of ₹10 each at a premium of ₹ [●] per share shall be available for allocation for allotment to other Investors above ₹ 2.00 Lakh	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE PRESENT ISSUE		
	[●] Equity Shares of ₹10 each	[●]	[●]
E.	SHARE PREMIUM ACCOUNT		
	Share Premium account before the Issue		292.60
	Share Premium account after the Issue		[●]

Details of Changes in Authorized Share Capital:

Since Incorporation of our Company, the Authorized share capital has been altered in the manner set forth below:

Sr. No.	Date of Change	AGM/ EGM	Changes in authorized Capital
1.	On Incorporation (April 17, 2023)	-	The authorized capital of our company on incorporation comprised of ₹ 15,00,000/- consisting of 1,50,000 Equity shares of ₹. 10/- each.
2.	May 30, 2023	EGM	The authorized share capital of ₹15,00,000/- consisting of 1,50,000 Equity shares of Rs. 10 each was increased to ₹ 6,00,00,000/- consisting of 60,00,000 Equity shares of ₹10/- each.
3.	October 04, 2023	EGM	The authorized share capital of ₹6,00,00,000/- consisting of 60,00,000 Equity shares of Rs. 10 each was increased to ₹ 6,50,00,000/- consisting of 65,00,000 Equity shares of ₹10/- each.

Note:

The present Public Issue Upto 17,00,000 Equity Shares which have been authorized by the Board of Directors of our Company at its meeting held on January 02, 2025 and was approved by the Shareholders of the Company by Special Resolution at the Extra Ordinary General Meeting held on January 23, 2025 as per the provisions of Section 62(1)(c) of the Companies Act, 2013.

The company has one class of share capital i.e., Equity Shares of Face value of ₹.10/- each only. All equity shares issued are fully paid-up. Our Company has no outstanding Convertible Instruments as on date of this Draft Prospectus.

NOTES TO THE CAPITAL STRUCTURE:**1. Share Capital History:**

Our existing Share Capital has been subscribed and allotted as under:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason / Nature of Allotment	Cumulative No. of Equity Shares
On Incorporation (April 17, 2023)	10,000	10	10	Cash	Subscription to MoA ¹	10,000
July 20, 2023	45,00,300	10	10	Other than cash	Preferential Issues ²	45,10,300
December 31, 2024	2,09,000	10	150	Cash	Preferential Issues ³	47,19,300

1. Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of ₹. 10/- each fully paid at par on April 17, 2023 as per the details given below:

Sr. No	Name of the Person	No of Shares Allotted
1	Srinivasarao Vakalapudi	9,500
2	Suryakumari Vakalapudi	500
Total		10,000

2. Allotment of 45,00,300 Equity Shares on July 20, 2023 on Preferential Allotment basis having face value of Rs. 10 each fully paid up at par as a consideration pursuant to business transfer agreement as per the details given below:

Sr. No	Name of the Person	No of Shares Allotted
1.	Srinivasarao Vakalapudi	45,00,300
Total		45,00,300

3. Allotment of 2,09,000 Equity Shares on December 31, 2024 on Preferential Allotment basis having face value of Rs. 10 each fully paid up at a premium of Rs. 140 per share, the details are given below.

Sr. No	Name of the Person	No of Shares Subscribed
1.	Kiran Krishnakant Majmudar	63,000
2.	Parul Nileshkumar Shah	58,000
3.	Meghdoot Leisure LLP	63,000
4.	Mitesh Harendrakumar Pandya	5,000
5.	Jatinkumar Rameshbhai Patel	5,000
6.	Hiralben Jatinkumar Patel	5,000
7.	Ami Pranav Pandya	5,000
8.	Urvashi Sandip Dave	5,000
Total		2,09,000

2. Equity Shares Issued for consideration other than cash:

Except as set out below, our Company has not issued Equity Shares for consideration other than cash.

Date of Allotment	No. of Total Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Name of Allottees	No. of Shares Allotted	Nature of Allotment	Benefit Accrued	Reason for Issue
July 20, 2023	45,00,300	10	10*	Srinivasarao Vakalapudi	45,00,300	Preferential Issues	Acquisition of Running Business	Pursuant to Business Transfer agreement

*As per Valuation Report dated July 15, 2023 issued by Mr. Jainam Shah, Chartered Accountants.

- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Further, our Company has not allotted any Equity Shares pursuant to any scheme approved under section 230-234 of the Companies Act, 2013.
- Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
- The Issue Price for the Equity Shares is ₹[●]. Our Company has not issued any Equity Shares during a period of one year preceding the date of the Draft Prospectus at a price lower than the Issue price. The same will be updated at the time of the Prospectus.
- Our Shareholding Pattern:
The shareholding pattern of our company in accordance with Regulation 31 of SEBI (LODR) Regulations, 2015, as on March 31, 2025:

i. Summary of Shareholding Pattern:

Category (I)	Category of shareholder (II)	Nos of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	5	43,10,270	0	0	43,10,270	91.33	43,10,270	91.33	0	0	0	0	0	0	43,10,270
(B)	Public	13	4,09,030	0	0	4,09,030	8.67	4,09,030	8.67	0	0	0	0	0	0	4,09,030
(C)	Non-Promoter- Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
	TOTAL	18	47,19,300	0	0	47,19,300	100	47,19,300	100.00	0	0	0	0	N.A	N.A	47,19,300

Note: Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such equity shares.

8. The shareholding pattern before and after the Issue:

Sr. No.	Name of share holder	Pre-issue		Post Issue	
		No of equity shares	As a % of Issued Capital	No of equity shares	As a % of Issued Capital
(i) Promoters					
1.	Srinivasarao Vakalapudi	43,09,800	91.32	43,09,800	[●]
2.	Suryakumari Vakalapudi	440	0.01	440	[●]
	TOTAL (A)	43,10,240	91.33	43,10,240	[●]
(ii) Promoter Group					
3.	Tejaswi Vakalapudi	10	0.00	10	[●]
4.	Amulya Vakalapudi	10	0.00	10	[●]
5.	Ramu Vakalapudi	10	0.00	10	
	TOTAL (B)	30	0.00	30	[●]
(iii) Public					
6.	Bharat Hasmukhlal Valand	50,000	1.06	50,000	[●]
7.	Kaushik Bhupatrai Joshi	1,50,000	3.18	1,50,000	[●]
8.	Kiran Krishnakant Majmudar	63,000	1.33	63,000	[●]
9.	Parul Nileshkumar Shah	58,000	1.23	58,000	[●]
10.	Meghdoot Leisure LLP	63,000	1.33	63,000	[●]
11.	Mitesh Harendrakumar Pandya	5,000	0.11	5,000	[●]
12.	Jatinkumar Rameshbhai Patel	5,000	0.11	5,000	[●]
13.	Hiralben Jatinkumar Patel	5,000	0.11	5,000	[●]
14.	Ami Pranav Pandya	5,000	0.11	5,000	[●]
15.	Urvashi Sandip Dave	5,000	0.11	5,000	[●]
16.	Kiran Kumar Pamula	10	0.00	10	[●]
17.	Vidiyala Navya Vasantha Lakshmi	10	0.00	10	[●]
18.	Devi Kishore Carasala	10	0.00	10	[●]
	IPO	-	-	Upto 17,00,000	[●]
(iv)	TOTAL (C)	4,09,030	8.67	[●]	[●]
(v)	TOTAL (A+B+C)	47,19,300	100.00	[●]	[●]

9. Details of Major Shareholders:

- (i) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus:

Sr. No.	Name of share holder	No. of Shares	% of Pre Issue Shares Capital
1.	Srinivasarao Vakalapudi	43,09,800	91.32
2.	Bharat Hasmukhlal Valand	50,000	1.06
3.	Kaushik Bhupatrai Joshi	1,50,000	3.18
4.	Kiran Krishnakant Majmudar	63,000	1.33
5.	Parul Nileshkumar Shah	58,000	1.23
6.	Meghdoot Leisure LLP	63,000	1.33
TOTAL		46,93,800	99.46

- (ii) List of Shareholder holding 1.00% or more of the paid-up capital of the company ten days prior to the date of the Draft Prospectus:

Sr. No.	Name of share holder	No. of Shares	% of Pre Issue Shares Capital
1.	Srinivasarao Vakalapudi	43,09,800	91.32
2.	Bharat Hasmukhlal Valand	50,000	1.06
3.	Kaushik Bhupatrai Joshi	1,50,000	3.18
4.	Kiran Krishnakant Majmudar	63,000	1.33

5.	Parul Nileshkumar Shah	58,000	1.23
6.	Meghdoot Leisure LLP	63,000	1.33
TOTAL		46,93,800	99.46

(iii) List of Shareholder holding 1.00% or more of the paid-up capital of the company one years prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholder	No. of Shares	% of Pre Issue Shares Capital
1.	Srinivasarao Vakalapudi	43,09,800	95.55
2.	Bharat Hasmukhlal Valand	50,000	1.11
3.	Kaushik Bhupatrai Joshi	1,50,000	3.33
TOTAL		45,09,800	99.99

(iv) List of Shareholder holding 1.00% or more of the paid-up capital of the company two years prior to the date of the Draft Prospectus:

Our Company was incorporated on April 17, 2023; thus, our company has not completed two years and therefore the information is to be considered as “NIL”.

10. As on date of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure within a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise except that if we enter into acquisition(s) or joint ventures, we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

12. Share Capital Build-up of our Promoters & Lock-in:

Our Promoters had been allotted Equity Shares from time to time. The following is the Equity share capital build-up of our Promoters.

band-up of our Promoters.

Date of Allotment / Transfer	Nature of Issue/ Allotment (Bonus, Rights etc)	Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue / Transfer Price	% of total Issued Capital		Lock In
							Pre-Issue	Post Issue	
(A) Srinivasarao Vakalapudi									
April 17, 2023	Subscriber to MOA	Cash	9,500	9,500	10	10	0.20	[●]	[●]
July 20, 2023	Preferential Allotment	Other than Cash	45,00,300	45,09,800	10	10	95.36	[●]	[●]
July 25, 2023	Transfer	Cash	-50,000	44,59,800	10	10	-1.06	[●]	[●]
August 24, 2023	Transfer	Cash	-1,50,000	43,09,800	10	10	-3.18	[●]	[●]
TOTAL (A)			43,09,800				91.32	[●]	
(B) Suryakumari Vakalapudi									
April 17, 2023	Subscriber to MOA	Cash	500	500	10	10	0.01	[●]	[●]
July 08, 2023	Transfer	Cash	-10	490	10	10	-	[●]	[●]
July 08, 2023	Transfer	Cash	-10	480	10	10	-	[●]	[●]

Date of Allotment / Transfer	Nature of Issue/ Allotment (Bonus, Rights etc)	Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue / Transfer Price	% of total Issued Capital		Lock In
							Pre-Issue	Post Issue	
July 08, 2023	Transfer	Cash	-10	470	10	10	-	[●]	[●]
July 08, 2023	Transfer	Cash	-10	460	10	10	-	[●]	[●]
July 08, 2023	Transfer	Cash	-10	450	10	10	-	[●]	[●]
July 08, 2023	Transfer	Cash	-10	440	10	10	-	[●]	[●]
July 08, 2023	Transfer	Cash	-10	430	10	10	-	[●]	[●]
August 24, 2023	Transfer	Cash	10	440	10	10	-	[●]	[●]
	TOTAL (B)		440				0.01	[●]	

Note: All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment and none of the Equity Shares held by our Promoters is pledged.

13. None of our Promoters, Promoters Group, Directors and their relatives have purchased or sold the equity share of our company during the past six months immediately preceding the date of filing Draft Prospectus.
14. The members of the Promoter Group, our directors or the relatives of our directors 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 six months preceding the date of filing of the Draft Prospectus.

The average cost of acquisition of or subscription to Equity Shares by our Promoter is set forth in the table below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition in ₹
1.	Srinivasarao Vakalapudi	43,09,800	10.00
2.	Suryakumari Vakalapudi	440	10.00

15. Lock in of Promoters:

- a. As per clause (a) Regulation 236 and 238 of the SEBI (ICDR) Regulations and in terms of the aforesaid table, an aggregate of 20.00 % of the post-Issue Equity Share Capital of our Company i.e. [●], equity shares shall be locked in by our Promoters for three years. The lock-in shall commence from the date of allotment in the proposed public issue and the last date of lock-in shall be reckoned as three years from the date of commencement of commercial production or the date of allotment in the public issue whichever is later. ("Minimum Promoters' contribution").
- b. The Promoters' contribution has been brought into the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018. Our Company has obtained written consent from our Promoters for the lock-in of [●] Equity Shares for three years. The Equity Shares that are being locked in are not ineligible for minimum promoter contribution in terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018. In connection, we confirm the following.
 - The equity shares offered for minimum 20% promoters' contribution have not been acquired in the preceding three years before the date of Draft Prospectus and revaluation of assets or capitalisation of intangible assets is involved in such transaction nor resulted from a bonus issue by utilisation of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoters' contribution;
 - The minimum promoters Contribution does not include Equity Shares acquired by our Promoters during the preceding one (1) year, at a price lower than the price at which Equity Shares are being offered to the public in the Issue;

- All the Equity Shares held by the Promoters / members of the Promoters' Group are already in dematerialized form as on date of this Draft Prospectus.
- The minimum promoters Contribution does not include Equity shares pledged with any creditor.

Lock in of Equity Shares held by Promoter in excess of Minimum Promoters' contribution

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the 50% of the balance Equity Shares held by Promoter shall be locked in for a period of two years from the date of allotment and remaining 50% of balance Equity Shares shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

The details of lock-in of shares for 2 (two) years and for 1 (one) year are as under:

Name of Shareholders	Category	No. of Shares Held	Lock-in for 3 years	Lock-in for 2 years	Lock-in for 1 year
[•]	[•]	[•]	[•]	[•]	[•]
Total		[•]	[•]	[•]	[•]

16. Lock-in of securities held by persons other than the promoters:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue. Accordingly, 4,09,060 Equity shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue.

17. Transferability of Lock-in securities:

- In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to another Promoter or any person of the promoter group or a new promoter or a person in control of the issuer company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.
- In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters' prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

18. Other requirements in respect of 'lock-in':

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- If the specified securities are locked-in in terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;
 - If the specified securities are locked-in in terms of clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, and the pledge of specified securities is one of the terms of sanction of the loan.
19. In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, 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- Not Applicable as all existing Equity Shares are held in dematerialized form.

20. Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
21. All the Equity Shares of our Company are fully paid-up equity shares as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
22. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Draft Prospectus.
23. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
24. our Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Prospectus.
25. 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 LM and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
26. As per RBI regulations, OCBs are not allowed to participate in this Issue.
27. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
28. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
29. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
30. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
31. Our Promoters and the members of our Promoter Group will not participate in this Issue.
32. As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
33. Our Company shall ensure that transactions in the Equity Shares by the Promoters and members of Promoters Group between the date of registering Draft Prospectus with the Registrar of Companies and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
34. Our Company hereby confirms compliance with all provisions of the Companies Act, 2013 ("the Act") regarding issuance of securities since inception until the date of filing of this Draft Prospectus.
35. As on the date of this Draft Prospectus, our Company has 18 Shareholders.
36. Except, Srinivasarao Vakalapudi, Suryakumari Vakalapudi and Vidiyala Navya Vasantha Lakshmi none of our directors or Key Managerial Personnel or Senior Managerial Personnel holds Equity Shares in our

Company. For Further details please refer “Shareholding of Directors in our Company” in Chapter title “Our Management” at page no. 124 of this Draft Prospectus.

37. No person connected with the offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
38. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Prospectus with the Registrar of companies and the Offer Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.
39. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

SECTION IV - PARTICULARS OF THE ISSUE OBJECTS OF THE ISSUE

Our Company proposes to utilize the proceeds from the issue towards funding the following objects and achieve the benefits of listing the Equity Shares on the Stock Exchanges. The Issue comprises of fresh Issue of up to 17,00,000 Equity Shares of our Company at an Issue Price of ₹ [●] /-per Equity Share, aggregating up to ₹[●] lakhs by our Company. The proceeds from the Issue after deducting Issue related expenses are estimated to be ₹[●] lakhs (the “**Net proceeds**”).

Our Company proposes to utilize the Net Proceeds from the Issue towards funding the following objects:

4. Funding Capital Expenditure requirements for the purchase of equipment/machineries;
5. Funding the working capital requirements of our Company; and
6. General Corporate Purpose.

(Collectively referred to as “**Objects**”)

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company’s visibility and brand image and creation of a public market for our Equity Shares in India. The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

Net Proceeds

The details of the proceeds of the issue are summarized in the table below:

Sr. No.	Particulars	*Estimated Amount (₹ In lakhs)
1.	Gross proceeds from the issue	[●]
2.	Less: Issue related expenses**	[●]
Net proceeds of the issue		[●]

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

***See “Issue Related Expenses” as detailed below*

Requirement of funds and utilization of Net Proceeds

Sr. No.	Particulars	Estimated Amount (₹ In lakhs)
4.	Funding Capital Expenditure requirements for the purchase of equipment/machineries	1001.60
5.	Funding the Working Capital requirement	915.00
6.	General corporate purposes	[●]
Total utilization of net proceeds		[●]

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead manager or appraised by any bank or financial institution or any other external agency. Given the dynamic nature of our business and our Company, we may have to revise the estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In addition, the estimated dates of completion of various plans as described herein are based on management’s current expectations and are subject to change due to various factors, some of which may not be in our control.

In the event of shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled “Risk Factors” beginning on page. 30 of this Draft Prospectus.

Schedule of implementation and Deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ In lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount already deployed	Estimated utilization of net proceeds in FY 2025-26
1.	Funding Capital Expenditure requirements for the purchase of equipment/machineries	1001.60	Nil	1001.60
2.	Funding the Working Capital requirement	915.00	Nil	915.00
3.	General corporate purposes*	[●]	Nil	[●]
	Total	[●]	Nil	[●]

** To be finalized upon determination of the Issue Price and will be 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 or ₹ 10.00 Crores; whichever is lower.*

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described in the Financial Year 2025-26. In the event that the estimated utilization of the Net Proceeds in a Financial Year 2025-26 is not completely met, the same shall be utilized, in part or full, in the next Financial Year or a subsequent period towards the Objects.

Means of Finance

The fund requirements for all the Objects of the Issue are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) the SEBI ICDR Regulations 2018 and clause 9 (c) of Part A of Schedule Vi of the SEBI ICDR Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue or through existing identifiable internal accruals.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Offer Proceeds.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “Risk Factors” beginning on page no. 30 of this Draft Prospectus.

DETAILS OF THE OBJECTS OF THE ISSUE

1) Funding capital expenditure requirements for the purchase of equipment/machineries

Our Company has demonstrated remarkable growth in recent years, achieving a 62.83% growth rate in Financial Year 2024 compared to Financial Year 2023, and 1.10% growth in Financial Year 2023 compared to Financial Year 2022. Key financial highlights include revenue from operations of ₹2551.27 Lakhs for the stub period ended December 31, 2024, and ₹3161.72 Lakhs for the full Financial Year ending March 31, 2024. The aggregate gross block value of our Property, Plant & Equipment, Furniture, and Vehicles stands at ₹161.95 Lakhs.

Capital Investment for Business Expansion

To support our business expansion, we intend to invest ₹1001.62 Lakhs in purchasing capital equipment, enhancing our execution facility, and meeting the growing demands of our clients for Turnkey Solutions and Operations & Maintenance (O&M) Services in the Oil & Gas sector. As part of our expansion, we plan to purchase machinery and vehicles to support operations, distribution, and maintenance services. These assets will help us deliver critical solutions, including gas compression, distribution services, equipment overhauling, and repairs.

With this additional equipment and machines, our company can provide additional following services:

1) Operation of Gas Compressor and Distribution Services

Our company will introduce Gas Engine Driven Reciprocating Gas Compressor Packages with a capacity of 20,000 SCMD (Standard Cubic Meters per Day), specifically designed to handle the rigorous demands of natural gas compression at gathering stations of Public Sector Undertakings (PSUs) and corporate clients in the Oil and Gas industry. These compressor packages will be fully integrated systems, including advanced control panels, pressure regulators, and high-efficiency filtration systems, ensuring optimal performance and compliance with industry safety standards. The addition of these compressor packages will enhance our ability to serve clients in upstream and midstream gas distribution, ensuring uninterrupted gas supply, improved energy efficiency, and reduced emissions.

2) Testing and Maintenance of Safety Valves

We will establish a dedicated service unit for the testing and repair of Safety Relief Valves (SRVs) used in LPG and CNG distribution and storage facilities. This service will ensure regular inspection, maintenance, and verification of safety valve pressure release mechanisms to prevent industrial hazards, system failures, and safety risks. Our facility will be equipped with high-precision pressure testing equipment, leak detection tools, and automated calibration systems. We will conduct tests in accordance with API 576 (Recommended Practice for Inspection of Pressure-Relieving Devices), ensuring compliance with global safety standards. This initiative will help industries maintain regulatory compliance, reduce downtime due to valve failures, and enhance overall system safety.

3) Calibration and Repair of critical part of compressor and gas gathering equipment

Our company will undertake major repairs and services of critical compressor components and gas gathering distribution equipment, ensuring their long-term reliability and efficiency. The repair scope includes:

- Complete overhauling of reciprocating compressors, ensuring restored efficiency and reduced energy consumption.
- Replacement of critical parts, such as piston rings, crankshaft bearings, and suction/discharge valves, using high-quality OEM-grade materials.
- Advanced calibration techniques, including laser alignment, vibration analysis, and real-time performance monitoring.
- Use of specialized tools and precision instruments to ensure that each repair meets stringent performance and durability benchmarks.

By implementing these services, we will extend the operational lifespan of compressors and gas gathering equipment, optimize maintenance costs for clients, and minimize unexpected breakdowns.

4) Vehicles Expansion for Logistics Support

To ensure the seamless transportation of critical compressor parts, gas gathering equipment, repair materials, and specialized tools, we plan to procure Mahindra Maxx HD 1.7 LX (BS 6.2) commercial vehicles. These vehicles feature:

- Payload capacity of up to 2000 kg, enabling efficient transport of heavy equipment and materials.
- Bharat Stage 6.2 (BS 6.2) emission compliance, reducing carbon footprint and ensuring regulatory adherence.
- Advanced suspension and reinforced chassis, providing durability and reliability in off-road and on-site industrial environments.
- Custom-designed storage compartments, ensuring the safe transport of delicate and high-value compressor components.

This fleet expansion will improve our response time for emergency repairs, enhance supply chain efficiency, and provide logistical support for both routine and large-scale service operations.

List of Equipment and its Uses

Sr. No	Particulars of machines/Vehicles	Utility of the machine /Vehicles
1	Natural Gas compressor package Equipment with Capacity 20000 SCMD	Operation of Gas Compressor and distribution services at gathering station.
2	EFCO - PS SV 75 W/A (690/600 bar) Designed for testing of safety valves (having flanges and threaded ends) Range of valves: DN 15 (1/2") up to DN 400 (16") and	Testing and Maintenance of Safety Valves
3	Safety Valve Testbench – Clamping Station for Safety Valve testing size-1/2” to 8” with class-150 to 900 - Unique 4-Jaw Sliding Clamp - Test Bench capable of testing PSV as per API-576- Hydro and Pneumatic both	Testing and Maintenance of Safety Valves
4	P5514B-70M, HYDRAULIC TEST PUMP, 70 MPA (10K PSI) and other instruments	Calibration and Repair of critical part of compressor and gas gathering equipment
5	Vehicles	Transport of Instrument, parts and tools

An indicative list of such equipment that we intend to purchase, along with details of the quotations we have received in this respect is set forth below. The orders for the machinery have not been placed and all the machines are new one. The promoters are confident to get the machines at the quotation price.

Sr. No	Name of the Machinery	Name of Supplier	Quantity	Price (Excluding GST) (in Lakhs)	Total Value in Lakhs)	Date of quotation	Validity period
Operation of Gas Compressor and distribution services at gathering station							
1	Gas Engine Driven Reciprocating heavy duty Gas Compressor package (Unit) having 20000 SCMD capacity Make: Cummins, India.	Kirloskar Pneumatic Company Limited, Pune Maharashtra	2	200.00	400.00	27.08.2024	180 days
	Supervision charges for erection and commissioning of Compressor			3.00	6.00		
	Total				406.00		
	Add: GST@18%				73.08		
	Grand Total (A)				479.08		
Testing and Maintenance of Safety Valves							
2	EFCO - PS SV 75 W/A (690/600 bar) Designed for testing of safety valves (having flanges and threaded ends) Range of valves: DN 15 (1/2") up to DN 400 (16")	EFCO Maschinenbau India Private Limited, Hyderabad	2	60.95	121.90	25.11.2024	180 days

	Air Driven Nitrogen Gas Booster System	EFCO Maschinenbau India Private Limited, Hyderabad	2	19.9	39.80		
	Total				161.70		
	Add: Packing Charges				3.24		
	Add: GST@18%				29.69		
	Grand Total (B)				194.63		
3	Safety Valve Testbench – Clamping Station for Safety Valve testing size-1/2” to 8” with class-150 to 900 - Unique 4-Jaw Sliding Clamp - Test Bench capable of testing PSV as per API-576-Hydro and Pneumatic both Hydro - Pneumatic Test Panel Pneumatic Section: Pneumatically operated Gas booster Input Pressure required: Min. 30 bar Nitrogen Input Air required: 6-8 bar Max Output: 400 bar Hydraulic Section: Pneumatically operated Hydro booster Input Air required: 6-8 bar Max Output: 600 bar	Techmark Engineering Solutions, Vadodara	2	12.58	25.16	23.11.2024	180 days
	Add : GST@18%				4.53		
	Grand Total (C)				29.69		
Calibration and Repair of critical part of compressor and gas gathering equipment							
4	P5514B-70M, HYDRAULIC TEST PUMP, 70 MPA (10K PSI)	Fluke Technologies Private Limited	2	21.76	43.52	06.03.2025	180 days
	ST-55 OPERATING FLUID (OIL) 1 QUART BOTTLE		2	0.10	0.20		
	REFERENCE PRESSURE		2	2.15	4.30		

	GAUGE G70M W/ ACCREDITATION						
	MULTIFUNCTION PROCESS CALIBRATOR		2	3.17	6.34		
	DRY-WELL, HIGH-TEMP FIELD, W/9144-INSX, 230V		2	7.82	15.64		
	DRY-WELL, FIELD W/ 3103-X, 220V 50/60HZ		2	4.69	9.38		
	5.5 DIGIT PRECISION MULTIMETER		2	1.1	2.20		
	PROBE, SECON. PRT, 100 OHM (1/4 X 12 INCH)		2	1.67	3.34		
	PROBE, TYPE-S TC, 20IN X 1/4IN W/O CJC		2	6	12.00		
	HYDRAULIC TEST PUMP KIT, 0 TO 10,000 PSI		2	2.7	5.40		
	OILDEADWEIGHT TESTER, DUAL RANGE, 700 BAR		1	17.43	17.43		
	Total				119.75		
	Add: GST@18%				21.55		
	Grand Total (E)				141.30		
5	Commercial Vehicles Maxx HD 1.7 LX (BS 6.2) Payload upto 2000 kg. (E)	Mega Automobiles Private Limited	15	10.46	156.9	10.09.2024	180 days
	GRAND TOTAL (A+B+C+D+E)				1001.60		

Funding the working capital requirements of our Company

To support our business operations and ensure smooth project execution, our Company plans to allocate ₹915.00 lakhs from the Net Proceeds towards funding its working capital requirements for the financial year ending March 31, 2026. Given the nature of our business, which involves providing assistance and support services in the Oil & Gas, Power & Energy, and Renewable Energy sectors, maintaining adequate working capital is crucial for sustaining our operations and meeting client commitments.

We specialize in offering project assistance solutions, including Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC), and Operation & Maintenance (O&M) services. Our primary clientele consists of large Corporates and Public Sector Undertakings (PSUs) engaged in the manufacturing and supply of compressors for gas and oil distribution. The working capital requirements for our business arise primarily from maintaining sufficient liquidity to execute contracts efficiently, managing receivables, procuring materials, and covering operational costs.

As of December 31, 2024, our net working capital stood at ₹1,908.14 lakhs, reflecting an increase from ₹1,220.72 lakhs as of March 31, 2024, and ₹665.97 lakhs as of March 31, 2023. This growth in working capital requirements is aligned with the expansion of our business operations and the increasing scale of our service offerings.

Currently, we finance our working capital needs through a combination of internal accruals, capital investments, and working capital loans from banks and financial institutions. The infusion of funds from the Net Proceeds will help us strengthen our liquidity position, reduce reliance on external borrowings, and enhance our ability to take on larger contracts while ensuring seamless execution of ongoing projects.

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

(In lakhs)

Particulars	31.03.2022	31.03.2023	31.03.2024	31.12.2024	31.03.2025	31.03.2026
	Audited	Audited	Audited	Audited	Provisional	Provisional
Inventory	200.67	485.63	888.32	864.50	1012.41	1393.88
Trade Receivables	150.34	372.95	712.77	870.27	1285.60	1770.00
Cash and Bank Balances	4.24	9.65	17.79	444.96	15	25
Loans and advances	140.17	110.81	191.10	69.40	225	300
Other Current Assets	53.4	58.87	122.21	83.36	65	100
Total	548.82	1037.91	1932.19	2332.49	2603.01	3588.88
Less:						
Trade Payables	23.81	116.48	158.87	88.68	208.91	243.38
other Current Liabilities	154.52	223.58	456.68	248.50	500	500.5
Provisions	21.03	31.88	95.92	87.17	100	150.00
Total Liabilities	199.36	371.94	711.47	424.35	808.91	893.88
Net Working Capital	349.46	665.97	1220.72	1908.04	1794.10	2695.00
Less : Bank Borrowings	195.15	349.43	709.43	*1190.01	980	980
Balance	154.31	316.54	511.29	718.13	814.10	1715.00
Financed through Capital Internal Cash Accruals	154.31	316.54	511.29	718.13	814.10	800
Fund from IPO(2025-26)						915.00

* Bank had sanctioned ad hoc working capital limit of Rs 200 Lakhs for a period of 2 months account of that the bank borrowing as on December 31, 2024 increase beyond the sanctioned limit.

As certified by our Statutory Auditors vide certificate dated April 03, 2025 vide UDIN:25110780BMHSLP9177 and as approved by the Board of Directors of our Company pursuant to its resolution dated April 03,2025.

Constituents of the working capital

Inventory: Our inventory primarily consists of Work in Progress (WIP), which represents project work completed but not yet billed to the client at the financial year-end. Given the nature of our business, where projects are executed over extended periods, certain costs incurred on-site such as salaries of technical and field staff, equipment rental charges, testing and calibration expenses, and power/fuel consumption are classified as WIP. The final invoicing of these costs depends on project milestones and certification by the client, leading to variations in inventory levels.

Trade Receivables: Trade receivables include outstanding payments from clients after invoices are raised. As our key clients are large Corporates and Public Sector Undertakings (PSUs), the payment cycle involves multiple levels of internal approvals and compliance checks. This often results in receivable periods extending beyond the standard credit terms. Given the high-value nature of our contracts, efficient receivables management is critical to maintaining steady cash flows.

Loans and Advances: This category includes operational advances made to technical and field staff for site-related expenses, security deposits for leased premises, and advance payments to suppliers for procurement of goods and services. These advances are necessary to ensure uninterrupted operations, particularly in remote project locations where on-the-spot expenses are common.

Other Current Assets: Other current assets include prepaid expenses, statutory advances (such as Tax Deducted at Source (TDS) and Goods and Services Tax (GST) payments), and other regulatory deposits. These are essential for ensuring compliance with tax and statutory obligations while maintaining financial discipline

Trade Payables: Trade payables represent amounts payable to vendors and suppliers for materials, equipment, and services received. Since many of our procurement agreements involve credit terms, our payables cycle depends on the terms negotiated with suppliers. Managing payables efficiently allows us to optimize cash flows while ensuring timely supply chain operations.

Other Current Liabilities: Other current liabilities include outstanding salaries, statutory obligations, and other operational expenses that are incurred but not immediately payable due to vendor credit terms. These liabilities reflect short-term obligations that must be managed effectively to maintain financial stability.

Provisions: Provisions account for expenses related to the financial period but yet to be paid, including last-month operational costs and provisions for income tax. These ensure that all liabilities are accounted for in financial planning.

Assumptions for working capital requirements.

Particulars	No. of Days outstanding or holding level as on			Period ended on December 31, 2024	F.Y. 2024-25 (current year) (estimated)	F.Y. 2025-26 (Estimated)
	F.Y. 2021-22	F.Y.2022-23	F.Y.2023-24			
Inventory	33	83	88	40	63	63
Trade Receivables	19	46	53	32	60	60
Trade Payables	4	20	16	4	13	11

As certified by our Statutory Auditors vide certificate dated April 03, 2025 vide UDIN:25110780BMHSLP9177 and as approved by the Board of Directors of our Company pursuant to its resolution dated April 03,2025.

The Company had achieved the growth of 62.83% in the business in FY 2023-24. The Company had achieved the turnover of FY 2023-24 in the nine months period ended on December 2024. The company is expecting the turnover of ₹6400 lakhs for the year ended on March 31, 2025. The growth of the business require the working capital.

Justification for Holding Period of Working Capital Components:

Inventory	Inventory , primarily consisting of Work-in-Progress (WIP), is projected to have a holding period of 63 days for FY 2025-26. WIP includes project costs incurred but not yet billed to clients, such as technical and field staff salaries, instrument hiring charges, testing and calibration expenses, and power/fuel consumption at project sites. The inventory level depends on project execution timelines and client certification processes, particularly for PSU and corporate clients, where final invoicing may be delayed pending approvals.
Trade Receivables	Trade Receivables are expected to have a holding period of 60 days for FY 2025-26, considering the company's major clients, which include Corporates and Public Sector Undertakings (PSUs). These clients typically follow structured, multi-tier approval processes before releasing payments, leading to longer collection cycles. While the company extends credit based on industry norms, the estimated holding period reflects the average time required for invoice verification, approvals, and disbursements.
Trade Payables	Trade Payables , representing outstanding payments to vendors, are projected to have a holding period of 11 days for FY 2025-26. The company maintains strong supplier relationships and follows a structured payment cycle to ensure timely procurement of goods and services. Most vendors extend short-term credit, typically ranging from 7 to 30 days, depending on the nature of materials and services procured. The estimated holding period is based on past trends and current credit arrangements with suppliers.

General corporate purposes

In terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be used for general corporate purposes is estimated not to exceed 15.00% of Gross proceeds or ₹10.00 Crores whichever is lower raised by Company through this issue.

Our management will have flexibility in applying ₹[●] lakhs of the Net Proceeds towards general corporate purposes. The general corporate purposes for which our Company proposes to utilize Net Proceeds include, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- strategic initiatives
- further capital expenditure;
- ongoing general corporate exigencies; and
any other purposes as approved by the Board not in nature of working capital and subject to compliance with the necessary regulatory provisions.

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 purpose.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately [●] lakhs. The expenses of this include, among others, underwriting and lead manager fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated issue expenses are as follows:

Activity	Estimated expenses (₹ in lakhs)	As a % of total estimated issue related expenses	As a % of Gross Issue Size
Lead Manger Fees including Underwriting Commission.	[●]	[●]	[●]
Brokerage, selling commission and upload fees	[●]	[●]	[●]
Registrar to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Others (Market Making fees etc.)	[●]	[●]	[●]
Total estimated issue related expenses	[●]	[●]	[●]

**Issue expenses excludes applicable taxes, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change*

Notes

1. Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs.

ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Offer is made as per Phase I of UPI Circular)	₹ 10 per application on wherein shares are allotted
Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them)	₹ 10 per application on wherein shares are allotted
Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank	₹10 per application on wherein shares are allotted
Sponsor Bank shall be payable processing fees on UPI application processed by them	₹ 5 per application on wherein shares are allotted

2. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them
3. The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.
4. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only with one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

Bridge Financing Facilities

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

Appraisal Report

None of the objects for which the Issue Proceeds will be utilized have been financially appraised by any financial institutions / banks.

Monitoring Utilization of Funds

As this is a Fresh Issue for less than ₹ 5,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies or Key Managerial Employees. Our Company has not entered into or is not planning to enter into any arrangement / agreements with Promoters, Directors, key

management personnel, associates or Group Companies in relation to the utilization of the Net Proceeds of the Issue.

Other Confirmation

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Issue Price of ₹ [●] per Equity Share is determined by our Company in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹10.00/- per Equity Share and Issue Price is ₹ [●] per Equity Share. The Issue Price is [●] times the face value.

Investors should refer sections / chapters titled “*Risk Factors*”, “*Restated Financial Statements*”, “*Management Discussion and Analysis of Financial Condition and Results of Operations*” and “*Business Overview*” beginning on page no. 20, 136 163 and 92 respectively of this Draft Prospectus to get an informed view before making an investment decision.

The trading price of the Equity shares of our Company could decline due to risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the Qualitative Factors, which form the basis for computing the price

1. Extensive Operational Presence and Skilled Workforce.
2. Commitment to Quality and Industry Accreditations.
3. Experienced Leadership with Extensive Domain Knowledge.
4. Strong Customer Relationships as a Key Business Strength.

For further details, please refer to the paragraph titled “*Our Business Strengths*” in the chapter titled “*Business Overview*” beginning on page no. 92 of this Draft Prospectus.

Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price, are as follows:

1) Basic and Diluted Earnings Per Share (EPS)

Year ended	Weights	Basic and Diluted EPS
March 31, 2022	1	12.23
March 31, 2023	2	11.60
March 31, 2024#	3	5.72
Weightage Average EPS	6	8.77
December 31, 2024		4.57
December 31, 2024 (Annualized)		6.09

Note. Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / weighted average no of equity shares outstanding during the year as per restated financials.

The profit of the Partnership firm upto June 30, 2023 was included to calculate the EPS for March 31, 2024

2) Price to Earnings (P/E) ratio in relation to Issue Price ₹ [●] per Equity Share of ₹10/- each fully paid up

Particulars	P/E Ratio
P/E ratio based on Basic and diluted EPS as at March 31, 2024	[●]
P/E ratio based on Weighted Average Basic and diluted EPS	[●]
Industry	
Highest	31.68
Lowest	26.90
Average	29.29

3) Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements

Year Ended	RONW (%)	Weight
March 31, 2022	42.30	1

March 31, 2023	33.61	2
March 31, 2024	38.41	3
Weighted Average		37.46
December 31, 2024	17.30	
December 31, 2024 (Annualized)	23.07	

Note: Return on Net worth has been calculated as per the following formula:

- 1) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- 2) 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)

Particulars	₹ per share
Net Asset Value per Equity Share as of March 31, 2024	14.90
Net Asset Value per Equity Share before IPO (after bonus issue) i.e. December 31, 2024*	25.25
Net Asset Value per Equity Share after IPO	[●]
Issue Price	[●]

*Not Annualized

Note: Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year}}$$

5) Comparison with industry peers

(₹ in Lakhs)

Companies#	CMP*	EPS	PE Ratio	RONW (%)	NAV (Per Share)	Face Value	Revenue from Operation	Other Income	Total Income (₹ in Lakhs)
Teja Engineering Industries Limited	[●]**	5.72	[●]	38.41	14.90	10.00	4002.08	7.33	4009.41
Peer Group									
Ques Corp Limited	618.00	23.11	26.74	12.75	181.06	10.00	1557118.40	16116.90	1573235.30
TeamLease Services Limited	1995.65	63.00	31.68	13.88	454.58	10.00	844080.00	6027.00	850107.00

*CMP as on February 21, 2025

** CMP of our company is considered as an Issue Price.

Amount taken from Restated Financials as on March 31, 2024

Source: <https://www.bseindia.com>

Notes:

- a) Considering the nature and size of the business of our Company the peers are not strictly comparable. However, above company is included for broad comparison.
- b) The figures for Teja Engineering Industries Limited are based on the restated standalone financial statements for the year ended March 31, 2024.
- c) The figures are based on the Standalone financial statements for the year ended March 31, 2024 of Ques Corp Limited & TeamLease Services Limited from the Annual reports of the Companies available from the website of the Stock Exchange and website of the Companies.

- CMP of the peer group is as per the closing price as available on <https://www.nseindia.com>
- d) P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on February 21, 2025 sourced from website of Stock Exchange as divided by the Basic/diluted EPS as applicable.

Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyses 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 Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹ lakhs)	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 of our Company and size of our 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.
Debt to Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company’s financial leverage.
Return on Equity	This metric enables us to track how much profit a company generates with the money that the equity shareholders have invested.
Operating EBITDA (₹ lakhs)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating 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 Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated April 03, 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 since Incorporation to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by statutory auditor.

Financial KPI of our Company

(₹ in Lakhs)

Sr No.	Metric	As of and for the Fiscal				
		December 31, 2024	March 31, 2024	June 30, 2023	March 31, 2023	March 31, 2022
1.	Total Income	4021.23	3168.82	840.59	2459.08	2432.18
2.	Current Ratio	1.50	1.36	1.32	1.33	1.77
3.	Debt Equity ratio	1.03	1.05	1.85	1.78	1.23
4.	EBITDA	377.39	380.64	86.24	279.88	252.44
5.	Operating EBITDA Margin (%)	9.38	12.01	10.26	11.38	10.38
6.	PAT	206.11	221.04	37.08	127.69	120.94
7.	PAT Margin (%)	5.13	6.99	4.41	5.19	4.97
8.	Return on Equity ratio (%)	23.11	44.86	11.75	45.41	57.16
9.	Return on Capital Employed (%)	15.00	26.61	6.49	23.43	35.40

As certified by the Statutory Auditor vide their certificate dated April03,2025 bearing UDIN: 25110780BMHSLK7023.

Notes:

- 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
- 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).
- Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage.
- Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items..
- Operating EBITDA Margin refers to EBITDA during a given period as a percentage of total income during that period.
- 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 total revenue.
- RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus Reserves & Surplus.

Comparison of key performance indicators with Peer Group Companies

(₹ in Lakhs)

Sr No	Key Performance Indicators	Teja Engineering Industries Limited				Quess Corp Limited			TeamLease Services Limited		
		March 31, 2024	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
1	Total Income	3168.82	840.59	2459.08	2432.18	1573235.30	1371601.90	989006.80	850107.00	692912.00	567284.78
2	Current Ratio	1.36	1.32	1.33	1.77	1.25	1.11	1.21	1.16	1.29	1.30
3	Debt Equity Ratio	1.05	1.85	1.78	1.23	0.25	0.35	0.24	-	-	-
4	EBDITA	380.64	86.24	279.88	252.44	64314.50	50667.50	27642.70	14524.00	12974.00	4610.32
5	Operating EBDITA Margin (%)	12.01	10.26	11.38	10.38	4.09	3.69	2.79	1.71	1.87	0.81
6	PAT	221.04	37.08	127.69	120.94	34292.10	20785.90	14482.80	10580.00	9720.00	2249.63
7	PAT Margin (%)	6.98	4.41	5.19	4.97	2.20	1.52	1.48	1.25	1.41	0.40
8	Return on Equity (%)	44.86	11.75	45.41	57.16	13.49	8.75	6.53	13.74	13.35	3.38
9	Return on Capital Employed (%)	26.61	6.49	23.43	35.40	14.22	11.97	9.84	14.61	13.44	14.19

Note: -1. Key Performance Indicators are as on March 31, 2024, March 31, 2023, & March 31, 2022.

2. Only two peers are available for KPIs comparison.

Weighted average cost of acquisition (“WACA”)

(a) The price per share of our Company based on the primary / new issue of shares

Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)

Our Company has not issued any Equity Shares or convertible securities or Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme during the 18 months preceding the date of this Draft 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-Issue capital before such transaction(s) and excluding Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

Price per share of Issuer Company based on secondary sale / acquisition of shares (equity/convertible securities), where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the DRHP / RHP, where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s and excluding Employee Stock Option Scheme / Employee Stock Purchase Scheme/ Stock Appreciation Rights Scheme granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days .

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters, members of our 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 (excluding gifts), during the 18 months preceding the date of this Draft prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) Since there are no such transaction to report to under (A) and (B), the following are the details basis the last five primary and secondary transactions (secondary transactions where Promoters, Promoter Group or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this draft Prospectus irrespective of the size of transactions:

Primary Issuances:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Total Consideration (₹)
April 17, 2023	10,000	10.00	10.00	Cash	Subscription to MoA	1,00,000
July 20, 2023	45,00,300	10.00	10.00	Other than cash	Preferential issue	4,50,03,000
December 31, 2024	2,09,000	10.00	150.00	Cash	Preferential issue	3,13,50,000

Weighted average cost of acquisition (WACA) (primary issuances) (₹ per Equity Share)- ₹ 16.20

Secondary transactions:

Date of Transfer	No. of Equity Shares allotted	Face Value (₹)	Transfer Price (₹)	Nature of Consideration	Nature of Transactions	Total Consideration (₹)
August 24, 2023	150000	10.00	10.00	Cash	Transfer	1500000.00
July 25, 2023	50000	10.00	10.00	Cash	Transfer	500000.00
July 08, 2023	10	10.00	10.00	Cash	Transfer	100.00
July 08, 2023	10	10.00	10.00	Cash	Transfer	100.00
July 08, 2023	10	10.00	10.00	Cash	Transfer	100.00

Weighted average cost of acquisition (WACA) (Secondary Transactions) (₹ per Equity Share)- ₹ 10.00

(c) Weighted average cost of acquisition, floor price and cap price

Type of Transactions	Weighted average cost Of acquisition (₹ p Equity Share)	Floor Price ₹[●]	Cap Price ₹[●]
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under ESOP 2018 and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Nil	[●]	[●]
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Nil	[●]	[●]

*Statutory Auditor of our Company M/s K.K. Haryani & Co., Chartered Accountants, pursuant to their certificate dated April 03, 2025 UDIN:25110780BMHSL7765 have certified Weighted average cost of acquisition for Primary and Secondary Issuance.

(d) Explanation for Issue Price / Cap Price being ₹[●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 5 above) along with our Company's key performance indicators and financial ratios for the period ended on December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.-

Explanation for Issue Price / Cap Price being ₹[●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 5 above) in view of the external factors which may have influenced the pricing of the Issue.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Teja Engineering Industries Limited
A/14 Shantiniketan Society,
N/R Shravan Chokdi, Bharuch, Gujarat, India, 392001

Dear Sir,

Sub: Statement of Possible Special Tax Benefits available to Teja Engineering Industries Limited ('the Company') and its shareholders prepared in accordance with the requirements in Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ('SEBI ICDR Regulations')

We hereby report that the enclosed annexure, prepared by the management of the company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 read with Income Tax Rules, Circulars, Notifications ('Act') as amended by the Finance Act, 2025, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. 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. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

We do not express any opinion or provide any assurance as to whether:

- A. the Company or its shareholders will continue to obtain these benefits in future; or
- B. the conditions prescribed for availing the benefits have been/would be met.
- C. The revenue authorities/court will concur with the views expressed herein

The contents of the enclosed annexure 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 and the provisions of the tax laws.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views, consequence to such change. We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" ("Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

This report including enclosed annexure is intended for your information and for inclusion in the Draft Prospectus / Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For, K.K. HARYANI & CO.
Chartered Accountants
ICAI Firm Registration Reg No: 121950W

SD/-
Name: CA. Kishor K. Haryani
Membership No: 110780
Proprietor
UDIN: 25110780BMHSP7318

Place: Bharuch
Date: 03/04/2025

ANNEXURE

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

Outlined below are the possible special tax benefits available to Company and its shareholders under Income Tax Act 1961("the Act") presently in force in India.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE ACT")

The Company is not entitled to any special tax benefits under the Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

- The above statement of Direct Tax Benefits sets out the special tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.
- The above statement covers only above-mentioned tax laws benefits and does not cover any indirect tax law benefits or benefit under any other law.
- Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION V – ABOUT THE COMPANY INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Lead Manager nor any of our or their respective affiliates or advisors nor any other people connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" on pages 20 and 136, respectively of the Draft Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 20 of the Draft Prospectus. Accordingly, investment decisions should not be based on such information.

INDIAN ECONOMY

INTRODUCTION

Each year, a day before the presentation of the budget document, the central government presents an Economic Survey. However, owing to the upcoming elections, the economic survey was not unveiled on January 31. Instead, the government has issued a report titled 'Indian Economy—A Review,' detailing India's progress over the past decade. This report, prepared by the office of the Chief Economic Advisor (CEA) V Anantha Nageswaran, also provides insights into the economic outlook for the upcoming years.

Decade of transformative growth (2014-2024)

The Indian economy underwent significant structural reforms during this period, boosting its macroeconomic foundations. These measures propelled India to become the fastest-growing economy among G20 nations. Further, efficient handling of the COVID-19 pandemic and recent geopolitical challenges has ensured that the Indian economy continues to outperform its global peers. Current estimates suggest a growth of 7.3% in 2023-24, building on the impressive 9.1% (FY22) and 7.2% (FY23) growth in the preceding two years. It is commendable that India is expected to post a GDP growth rate of over 7% for the third year in a row while the global economy is struggling to post a 3% growth.

The structural reforms implemented since 2014 have strengthened the macroeconomic fundamentals of the economy. Below, we list the key reforms implemented during the last decade:



India's robust external sector demonstrating resilience in challenging times: India's external sector displays resilience with robust merchandise and services exports. Merchandise exports reached a record high of US\$ 451.1 billion in FY23, while services exports, especially in software, consistently contribute significantly. The

nation's trade balance improved, witnessing a US\$ 166.4 billion surplus in April-November 2023. Remittances, totaling US\$ 125 billion in 2023, contribute to the current account balance, maintaining a comfortable position.

India attracts foreign investment, with foreign portfolio investors (FPIs) increasing exposure by US\$ 28.8 billion in H1 FY24. The country remains a preferred Foreign Direct Investment (FDI) destination, achieving a cumulative FDI of US\$ 596.5 billion during FY15-FY23. Stable macroeconomic factors and a positive global perception attract investors. The Indian rupee remains stable against the US dollar, and foreign exchange reserves reach US\$ 623.2 billion, covering over ten months of imports.

Challenges, such as geopolitical tensions and rising shipping costs, pose risks. While the share of exports in GDP may moderate in FY24 due to global demand slowdown, sustained FDI inflows and confidence in the Indian economy are anticipated. Remittances are expected to grow by 8%, reaching US\$ 135 billion in 2024, contributing to India's economic stability.

Continued focus on enhancing social infrastructure: The Union government's spending on social services saw a Compound Annual Growth Rate (CAGR) of 5.9% from FY12 to FY23, with an 8.1% CAGR in capital expenditure, indicating the development of societal assets. Initiatives like the Ujjwala Yojana, PM-Jan Aarogya Yojana, PM-Jal Jeevan Mission, Ayushman Bharat scheme, and PM-AWAS Yojana prioritize universal access to basic amenities. This approach, distinct from short-term measures, not only constructs lasting social infrastructure but also elevates individuals to improved living standards and opportunities, fostering empowerment among previously underserved segments of the Indian population.

Other Key Factors:

- ✓ **Rising Youth Employment Trends:** According to the Periodic Labour Force Survey (PLFS), the youth unemployment rate decreased from 17.8% in 2017-18 to 10% in 2022-23.
- ✓ **Women's Workforce Empowerment:** Female Labor Participation Rate (LFPR) increased from 23.3% in 2017-2018 to 37% in 2022-23, reflecting a shift towards women-led development in India. Female Gross Enrolment Ratio (GER) in senior secondary education more than doubled from 24.5% in FY 2005 to 58.2% in FY 2022, and the female GER in higher education quadrupled from 6.7% in FY 2001 to 27.9% in FY 2021.
- ✓ **Service Sector Growth:** The service sector's share in total GVA has risen from 51.1% in FY14 to 54.6% in FY24, driven by a surge in non-contact services post-pandemic. The government's digitalization drive has significantly shaped the service sector's digital face.
- ✓ **Consumption-Led Growth and Private Final Consumption Expenditure (PFCE):** PFCE's share in GDP has emerged as a major growth driver, increasing from an average of 58.4% in the eight years preceding the pandemic to 60.8% in the last three years. The rise in per capita real Gross National Income (GNI) and pragmatic policies have strengthened consumption demand.
- ✓ **Agricultural Sector Resilience:** Despite global challenges and climate variability, the agricultural sector has shown remarkable persistence, growing at an average annual rate of 3.7% from FY15 to FY23. Record increases in food grain production and substantial growth in agricultural exports contribute to India's agricultural sector resilience.

The Road Ahead

The report states that India's robust growth is anticipated to continue, supported by macroeconomic stability. The official estimate for FY24 projects a 7.3% growth rate, with decreasing headline inflation. Favorable factors include resilient service exports, lower oil import costs, and a reduced current account deficit of 1% of GDP in H1 FY24. The positive outlook is driven by the digital revolution, supportive regulatory environment, social and economic upliftment measures, and efforts to diversify exports. Reforms implemented over the past decade establish a foundation for resilient governance, setting the stage for sustained economic growth. Further reforms at sub-national levels, focusing on MSMEs, regulatory efficiency, land availability, and energy needs, are expected to accelerate economic growth.

(Source: <https://www.ibef.org/blogs/indian-economy-a-review-key-takeaways>)

SERVICES SECTOR IN INDIA

The reforms of the 1990s have been associated with the expansion of the service sector in India. Midway through the 1980s, the service sector began to expand, but it took off in the 1990s when India started a series of economic reforms in response to a serious balance of payments issue.

The services sector is not only the dominant sector in India's GDP but has also attracted significant foreign investment, has contributed significantly to exports, and has provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction. To enhance India's commercial services exports, share in the global services market from 3.3% and permit a multi-fold expansion in the GDP, the government is also making significant efforts in this direction.

The service sector has over 50% contribution to India's GDP, and it had witnessed a growth of 9.1% in 2022-23. Out of 8.12 million jobs in FY23, service sector companies in IT, banking, and finance accounted for almost half of the new jobs generated.

The services sector of India remains the engine of growth for India's economy and contributed 55% to India's Gross Value Added at current prices in FY24 (as per advance estimates). The services category ranked first in FDI inflows, as per data released by the Department for Promotion of Industry and Internal Trade (DPIIT).

Market Size

The services industry performed well in H2:2022-23, boosted by contact-intensive services and building activities. India's IT and business services market is projected to reach US\$ 19.93 billion by 2025.

India's services sector rebounded in October, with growth accelerating after dipping to a 10-month low in September, driven by a surge in demand. According to a private business survey conducted by HSBC and compiled by S&P Global, the headline Purchasing Managers' Index (PMI) increased to 58.5 in October from 57.7 in September

The IT sector contributes significantly to the country's economy, with its market expected to reach \$194 billion by 2025.

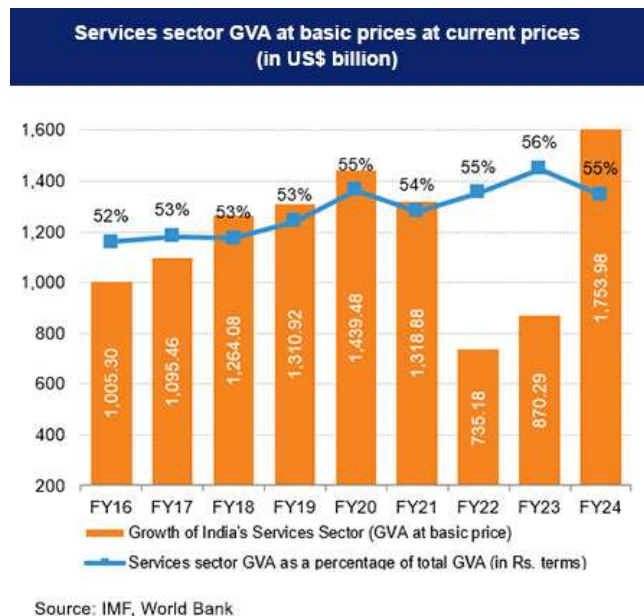
The PMI services increased in June 2024, to reach at 60.5. PMI for services continued to expand, but at a slower pace. With the fastest growing (9.2%) service sector globally, the sector accounts for a 66% share of India's GDP and generates about 28% of the total employment in India.

As per the First India's medical tourism industry is poised for a robust resurgence, with projections indicating a significant rebound in the number of medical tourists surpassing pre-pandemic levels. Approximately 7.3 million medical tourists are expected to visit India in the calendar year 2024.

The telemedicine market is expected to reach US\$ 5.4 billion by 2025, driven by increased demand for remote healthcare solutions and advancements in technology.

Road Ahead

Both domestic and global factors influence the growth of the services sector. An extensive range of service industries has experienced double-digit growth in recent years, supported by digital technologies and institutional frameworks made possible by the government. The ease of doing business in India has significantly



increased for domestic and foreign firms due to considerable advancements in culture and the government outlook. Due to ongoing changes in the areas of lowering trade barriers, easing FDI regulations, and deregulation, India's services sector is poised to grow at a healthy rate in the coming years. Over the next 10 years, the National Digital Health Blueprint can unlock the incremental economic value of over US\$ 200 billion for the healthcare industry in India.

India's digital economy is estimated to reach US\$ 1 trillion by 2025. By the end of 2023, India's IT and business services sector is expected to reach US\$ 14.3 billion with 8% growth. The implementation of the Goods and Services Tax (GST) has created a common national market and reduced the overall tax burden on goods. It is expected to reduce costs in the long run on account of the availability of GST input credit, which will result in a reduction in the prices of services. India's software service industry is expected to reach US\$ 1 trillion by 2030.

Due to ongoing changes in the areas of lowering trade barriers, easing FDI regulations, and deregulation, India's services sector is poised to grow at a healthy rate in the coming years.

(Source: <https://www.ibef.org/industry/services>)

OIL & GAS INDUSTRY IN INDIA

The oil and gas sector is among the eight core industries in India and plays a major role in influencing the decision-making for all the other important sections of the economy.

India's economic growth is closely related to its energy demand, therefore, the need for oil and gas is projected to increase, thereby making the sector quite conducive for investment. India retained its spot as the third-largest consumer of oil in the world as of 2023.

The Government has adopted several policies to fulfil the increasing demand. It has allowed 100% foreign direct investment (FDI) in many segments of the sector, including natural gas, petroleum products and refineries, among others. The FDI limit for public sector refining projects has been raised to 49% without any disinvestment or dilution of domestic equity in existing PSUs. Today, it attracts both domestic and foreign investment, as attested by the presence of companies such as Reliance Industries Ltd (RIL) and Cairn India. The industry is expected to attract US\$ 25 billion investment in exploration and production. India is already a refining hub with 23 refineries, and expansion is planned for tapping foreign investment in export-oriented infrastructure, including product pipelines and export terminals.



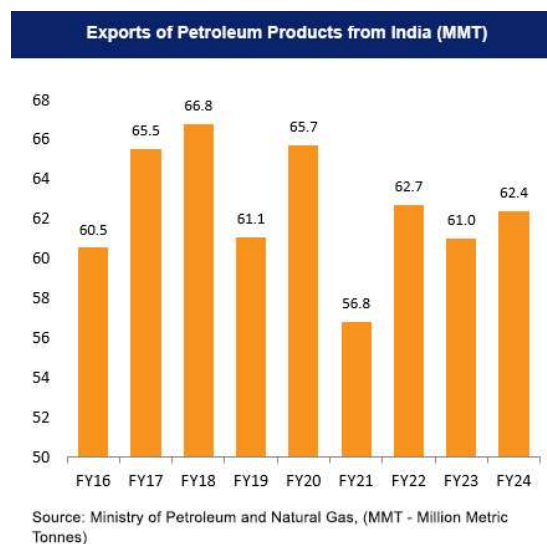
India's crude oil production stood at 13.26 MMT during April-September 2024.

Market Size

According to the IEA (India Energy Outlook 2021), primary energy demand is expected to nearly double to 1,123 million tonnes of oil equivalent, as India's Gross Domestic Product (GDP) is expected to increase to US\$ 8.6 trillion by 2040.

Indian refining capacity has increased from 215.1 million Metric Tons Per Annum (MMTPA) to 256.8 MMTPA in last 10 years. And it is projected to increase to 309.5 MMTPA by the year 2028.

India is expected to be one of the largest contributors to non-OECD petroleum consumption growth globally. The consumption of petroleum products has increased from 158.4 million metric tons (MMT) in the fiscal year 2013-14 to 234.3 MMT in the fiscal year 2023-24.



High-Speed Diesel was the most consumed oil product in India and accounted for 38.6% of petroleum product consumption in FY23.

India's consumption of petroleum products stood at almost 4.44 million barrels per day (BPD) in FY23, up from 4.05 million BPD in FY22. India's crude oil production stood at 13.26 MMT during April-September 2024.

India's LNG import stood at 30,917 million metric tonnes (MMSCM) between April 2023 – March 2024.

According to the International Energy Agency (IEA), consumption of natural gas in India is expected to grow by 25 BCM, registering an average annual growth of 9% until 2024.

Investments/Recent Developments

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflows in India's petroleum and natural gas sector stood at US\$ 8.19 billion between April 2000-June 2024.

Following are some of the major investments and developments in the oil and gas sector:

- ✓ Minister of Petroleum & Natural Gas Mr. Hardeep Singh Puri said the Exploration and Production (E&P) sector offers investment opportunities worth US\$ 100 billion by 2030.
- ✓ As of June 1, 2024, India had 10,941 kms of crude pipeline network, with a capacity of 153.1 MMTPA.
- ✓ India's crude oil production stood at 4.89 MMT during April-May 2024.
- ✓ Indian refining capacity has increased from 215.1 Million Metric Tonne Per Annum (MMTPA) to 256.8 MMTPA in last 10 years. Ans is projected to increase to 309.5 MMTPA by the year 2028.
- ✓ With 12,581 kms of refined products pipeline in India, the Indian Oil Corporation Limited (IOCL) leads the segment with 53.84%, as of June 1, 2024.
- ✓ The total number of OMC retail outlets increased to 90,165, as of May 1, 2024, from 59,595 in FY17.
- ✓ As of May 1, 2024, there were 25,489 LPG distributors (under PSUs) in India.
- ✓ Production of CBM in April 2024 stood at 54.77 MMSCM.
- ✓ India's crude oil production stood at 29.4 MMT during April-March 2024
- ✓ India's oil demand in the year 2024 is expected to see a growth of 220,000 barrels per day to reach 5.57 million barrels per day, up 4.19% from 2023, as per an estimate by OPEC.
- ✓ In FY24, the oil sector's total installed refinery capacity stood at 253.9 MMT up to March 2024, and IOCL emerged as the largest domestic refiner with a capacity of 70.1 MMT
- ✓ As of December 31, 2023, Gas Authority of India Ltd. (GAIL) had the largest share (62.14% or 17,099 kms) of the country's natural gas pipeline network (27,516 kms).
- ✓ The Petroleum and Natural Gas Regulatory Board (PNGRB), the downstream regulator, in March 2023, announced that it has amended the PNGRB Determination of Natural Gas Pipeline Tariff regulations to incorporate provisions for Unified Tariff for natural gas pipelines with a mission of "One Nation, One Grid, and One Tariff." Based on the regulations, PNGRB has notified a levelized Unified Tariff of Rs. 73.93/MMBTU and created three tariff zones for Unified Tariff, where the first zone is up to a distance of 300 kms from the gas source, the second zone is 300-1,200 kms, and the third zone is beyond 1,200 kms.
- ✓ In February 2023, Oil India Limited commenced the project for India's first exploratory oil well in Mahanadi Onshore Basin in Odisha under OALP.
- ✓ In May 2022, ONGC announced plans to invest US\$ 4 billion from FY22-25 to increase its exploration efforts in India.

- ✓ In April 2022, Indian Oil Corporation Limited, Larsen & Toubro and Goldman Sachs-backed renewable energy producer ReNew Power formed a joint venture by signing a term sheet. This JV will develop green hydrogen projects, helping India cut down its carbon emissions.
- ✓ Exports of petroleum products from India reached 51.4 MMT in FY24 until January 2024.
- ✓ The value of exports of crude oil and petroleum products stood at US\$ 44.41 billion. In FY22, crude oil imports stood at 4.24 MBPD, which was worth US\$ 120.4 billion.
- ✓ In March 2022, the Board of IOCL approved plans to invest Rs. 7,282 crore (US\$ 932.6 million) for the development of City Gas Distribution (CGD) network in 9 geographical areas (GAs).
- ✓ In March 2022, the Board of Oil India approved an investment of Rs. 6,555 crore (US\$ 839.49 million) for Numaligarh petrochemical project.
- ✓ In January 2022, Indian Oil Corp. Ltd. (IOCL) announced plans to expand its city gas distribution (CGD) business, looking to invest Rs. 7,000 crore (US\$ 918.6 million).

Road Ahead

Rapid economic growth is leading to greater outputs, which in turn is increasing the demand of oil for production and transportation. Crude oil consumption is expected to grow at a CAGR of 4.59% to 500 million tonnes by FY40 from 223.0 million tonnes in FY23. In terms of barrels, India's oil consumption is forecast to rise from 4.05 MBPD in FY22 to 7.2 MBPD in 2030 and 9.2 MBPD in 2050. Diesel demand in India is expected to double to 163 MT by 2029-30, with diesel and petrol covering 58% of India's oil demand by 2045. Demand is not likely to simmer down anytime soon, given strong economic growth and rising urbanisation.

Natural Gas consumption is forecast to increase at a CAGR of 12.2% to 550 MCMPD by 2030 from 174 MCMPD in 2021. Indian refiners would add 56 million tonnes per annum (MTPA) by 2028 to increase domestic capacity to 310 MTPA. India is planning to double its oil refining capacity to 450-500 million tonnes by 2030.

Energy demand of India is anticipated to grow faster than energy demand of all major economies globally on the back of continuous robust economic growth. Moreover, the country's share in global primary energy consumption is projected to increase to two-fold by 2035.

(Source: <https://www.ibef.org/industry/oil-gas-india>)

POWER SECTOR IN INDIA

Power is among the most critical components of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate power infrastructure is essential for sustained growth of the Indian economy. The fundamental principle of India's power industry has been to provide universal access to affordable power in a sustainable way. The Ministry of Power has made significant efforts over the past few years to turn the country from one with a power shortage to one with a surplus by establishing a single national grid, fortifying the distribution network, and achieving universal household electrification.



India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power, to viable non-conventional sources such as wind, solar, agricultural, and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India was ranked fourth in wind power capacity and solar power capacity and fourth in renewable power installed capacity, as of 2021. India is the only country among the G20 nations that is on track to achieve the targets under the Paris Agreement.

Market Size

India is the third-largest producer and consumer of electricity worldwide, with an installed power capacity of 446.18 GW as of June 30, 2024.

As of June 30, 2024, India's installed renewable energy capacity (including hydro) stood at 203.19 GW, representing 45.5% of the overall installed power capacity. As of June 30, 2024, Solar energy contributed 85.47 GW, followed by 46.65 GW from wind power, 10.35 GW from biomass, 5.00 GW from small hydropower, 0.59 from waste to energy, and 46.93 GW from hydropower.

The non-hydro renewable energy capacity addition stood at 15.27 GW in FY23, up from 14.07 GW in FY22.

India's power generation witnessed its highest growth rate in over 30 years in FY23. Power generation in India increased by 6.80% to 1,452.43 billion kilowatt-hours (kWh) as of January 2024. According to data from the Ministry of Power, India's power consumption stood at 1,503.65 BU in April 2023.

The peak power demand in the country stood at 249.85 GW in June 2024.

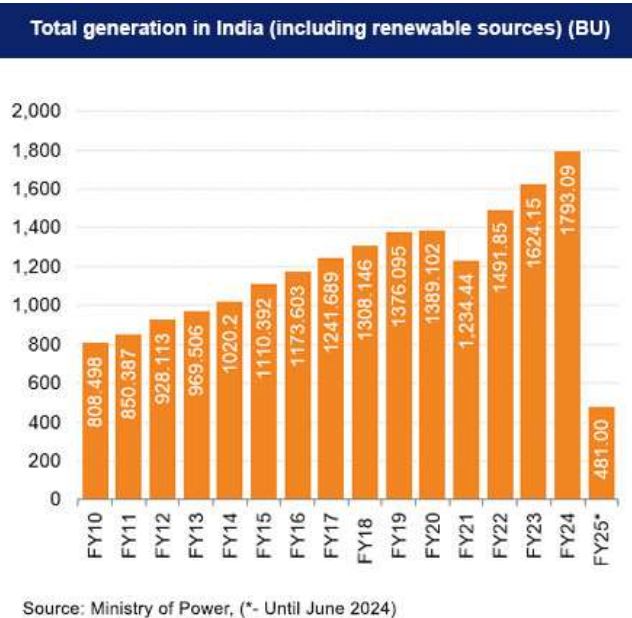
The coal plants registered a PLF of 73.7% for the first nine-months period in FY23 compared to 68.5% in FY22 for the same period.

Thermal power plant load is estimated to improve by 63% in FY24, fuelled by strong demand growth along with subdued capacity addition in the sector.

Government Policies & Initiatives

The Government of India has identified the power sector as a key sector of focus to promote sustained industrial growth. Some initiatives by the Government to boost the Indian power sector are as below:

- ✓ The Government of India has approved new Inter State Transmission System (ISTS) schemes to evacuate 9 GW of RE power from Rajasthan and Karnataka. These schemes will be implemented through Tariff Based Competitive Bidding (TBCB) mode. These schemes are part of 500 GW RE capacity by 2030 out of which 200 GW is already connected.
- ✓ The Union Cabinet has sanctioned the PM-Surya Ghar: Muft Bijli Yojana. This initiative, with a total budget of Rs. 75,021 crore (US\$ 9 billion) aims to install rooftop solar systems and offer complimentary electricity of up to 300 units per month to one crore households.
- ✓ In the Budget for 2024, the government's power sector initiatives have been allocated funds that are 50% higher. Increased funds have been allocated to green hydrogen, solar power, and green-energy corridors in line with the renewable energy target for 2030.
- ✓ In the Union Budget 2022-23, the government allocated Rs. 7,327 crore (US\$ 885 million) for the solar power sector including grid, off-grid, and PM-KUSUM projects.
- ✓ Under the Union Budget 2022-23, the government announced the issuance of sovereign green bonds, as well as conferring infrastructure status to energy storage systems, including grid-scale battery systems.



- ✓ The Green Energy Corridor projects have been initiated to facilitate renewable power evacuation and reshaping the grid for future requirements. As on October 2022, 8651 ckm of intra-state transmission lines have been constructed and 19,558 MVA intra-state substations have been charged.
- ✓ To encourage rooftop solar (RTS) throughout the country, Ministry New and Renewable Energy has developed a National Portal wherein any residential consumer from any part of the country can apply for rooftop solar without waiting for Discom to finalize tender and empanel vendors. Since the launch on July 30, 2022, the total number of applications received on the national portal is for 117 MW solar capacity and the feasibility of more than 18 MW projects is granted.
- ✓ Production Linked Incentive Scheme (Tranche II) on 'National Programme on High Efficiency Solar PV Modules,' with an outlay of Rs. 19,500 crore (US\$ 2.47 billion) was approved and launched.
- ✓ As of August 24, 2022, over 36.86 crore LED bulbs, 72.18 lakh LED tube lights and 23.59 lakh energy-efficient fans have been distributed across the country, saving around 48,411 million kWh per year and around Rs. 19,332 crore (US\$ 2.35 billion) in cost savings.
- ✓ As of November 2022, over 51.62 lakh smart metres have been deployed under the National Smart Grid Mission (NSGM), with a further 61.13 lakh to be deployed.
- ✓ Electrification in the country is increasing with support from schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujwal DISCOM Assurance Yojana (UDAY), and Integrated Power Development Scheme (IPDS).
- ✓ In order to meet India's 500 GW renewable energy target and tackle the annual issue of coal demand supply mismatch, the Ministry of Power has identified 81 thermal units which will replace coal with renewable energy generation by 2026.
- ✓ In February 2022, a parliamentary standing committee recommended the government to take steps to increase the loan limit for renewable energy sector under priority sector lending. The current limit stands at Rs. 30 crore (US\$ 3.93 million).
- ✓ In December 2021, West Bengal got a loan approval for US\$ 135 million from the International Bank for Reconstruction and Development (also called the World Bank) to improve the operational efficiency and reliability of electricity supply in select regions in the state.
- ✓ In November 2021, the government announced future plans to increase the funding under the PLI scheme for domestic solar cells and module manufacturing to Rs. 24,000 crore (US\$ 3.17 billion) from the existing Rs. 4,500 crore (US\$ 594.68 million) to make India an exporting nation.
- ✓ In November 2021, Energy Efficiency Services Limited (EESL) stated that it will partner with private sector energy service companies to scale up its Building Energy Efficiency Programme (BEEP).
- ✓ In September 2021, the Government of the United Kingdom announced that it will invest US\$ 1.2 billion through public and private investments in green projects and renewable energy in India to support the latter's target of 450 GW of renewable energy by 2030.
- ✓ The Pradhan Mantri Sahaj Bijli Har Ghar Yojana, "Saubhagya," was launched by the Government of India with an aim of achieving universal household electrification. As of March 2021, 2.82 crore households have been electrified under this scheme.

(Source: <https://www.ibef.org/industry/power-sector-india>)

INDIA'S RENEWABLE ENERGY GROWTH

India's energy demand is expected to increase more than that of any other country in the coming decades due to its sheer size and enormous potential for growth and development. Therefore, most of this new energy demand must be met by low-carbon, renewable sources. India's announcement that it intends to achieve net zero carbon emissions by 2070 and to meet 50% of its electricity needs from renewable sources by 2030 marks a historic point in the global effort to combat climate change.

India was ranked fourth in wind power capacity and solar power capacity, and fourth in renewable energy installed capacity, as of 2023. Installed renewable power generation capacity has increased at a fast pace over the past few years, posting a CAGR of 15.4% between FY16 and FY23. India has 125.15 GW of renewable energy capacity in FY23. India is the market with the fastest growth in renewable electricity, and by 2026, new capacity additions are expected to double.



With the increased support of the Government and improved economics, the sector has become attractive from an investor's perspective. As India looks to meet its energy demand on its own, which is expected to reach 15,820 TWh by 2040, renewable energy is set to play an important role.

Market Size

As of July 2024, Renewable energy sources, including biomass, waste to power and waste to energy, have a combined installed capacity of 150.27 GW.

As of July 2024, 44% of the total power installed capacity is from non-fossil-based sources, which fulfils the target of 40% by the end of 2022.

India's installed renewable energy capacity is expected to increase to about 170 GW by March 2025 from the level of 135 GW as of December 2023, according to research agency ICRA.

The country is targeting about 450 Gigawatt (GW) of installed renewable energy capacity by 2030 – about 280 GW (over 60%) is expected from solar.

The non-hydro renewable energy capacity addition stood at 4.2 GW for the first three months of FY23 against 2.6 GW for the first three months of FY22. According to research by the Council on Energy, Environment and Water's Centre for Energy Finance (CEEW-CEF), India's total installed power generation capacity reached 416 GW in FY23, of which 125 GW (30%) came from renewable energy (RE) and 47 GW (11%) comes from hydro.

The electricity generation target (Including RE) for the year 2023-24 has been fixed as 1750 Billion Units (BU). i.e. growth of around 7.2% over the actual generation of 1624.158 BU for the previous year (2022-23). The generation during 2022-23 was 1624.158 BU as compared to 1491.859 BU generated during 2021-22, representing a growth of about 8.87%.

The installed solar energy capacity has increased by 26 times in the last 9 years and stands at 73.32 GW as of December 2023. In 2023, India has added 7.5 GW of solar power capacity.

During January 2024, the capacity addition from solar energy stood at 9008.47 MW.

Solar power accounted for 16.9% of the total installed power capacity and 40.1% of the total installed renewable capacity at the end of December 2023. Solar power's share increased by 0.3% from the last quarter, when it accounted for 39.5% of the total renewable capacity.

India has hydroelectric power projects with a total capacity of 15 GW under construction, which will increase the country's total hydro capacity from 42 GW to 67 GW by 2031-32, supported by IMD's prediction of higher rainfall and the government's proactive stance towards accelerated hydropower development.

India has generated 75.57 BU of solar power in the first eleven months of FY24.

Power generation from renewable energy sources (not including hydro) stood at 22.41 billion units (BU) in January 2024, down from 25.79 BU in January 2023.

India added a record 18.48 GW of renewable energy capacity in 2023-24, a 21% increase over the previous year.

Power generation from renewable energy sources (not including hydro) stood at 22.27 billion units (BU) in June 2024, up from 21.86 BU in June 2023.

Power generation from renewable energy sources stood at 62.09 billion units (BU) between April-June 2024, up from 57.94 BU in the same period in the previous year.

With a potential capacity of 363 GW and with policies focused on the renewable energy sector, Northern India is expected to become the hub for renewable energy in India.

Investments/ Developments

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), the non-conventional energy space in India has become highly attractive for investors and received an FDI inflow of US\$ 15.36 billion between April 2000-September 2023. More than Rs. 5.2 lakh crore (US\$ 70 billion) has been invested in India's renewable energy sector since 2014.

Some major investments and developments in the Indian renewable energy sector are as follows:

- ✓ India is set to significantly boost its renewable energy investments, with a projected increase of 83% to approximately US\$ 16.5 billion in 2024, as part of its strategy to transition to cleaner energy sources and reduce carbon emissions.
- ✓ India is set to invest over US\$ 360 billion in renewable energy and infrastructure by 2030, with US\$ 190 billion to US\$ 215 billion needed to achieve 500 GW of renewable capacity. An additional US\$ 150 billion to US\$ 170 billion will be required for electricity transmission and storage.
- ✓ Brookfield Asset Management plans to boost its investments in India's renewable energy sector to over US\$ 10 billion in the next three to four years, also exploring electric vehicles and green hydrogen.
- ✓ India's renewable energy sector set to attract over \$250 billion in investments, with solar PV projects expecting \$15.5 billion and battery manufacturing \$2.7 billion.
- ✓ The non-conventional energy space in India has become highly attractive for investors and received an FDI inflow of US\$ 17.88 billion between April 2000-March 2024.
- ✓ According to Moody's, India will require US\$ 190 billion-US\$ 215 billion of investment over the next seven years to achieve the target of 500 GW of renewable energy capacity by 2030, and another US\$ 150 billion-US\$ 170 billion for electricity transmission, distribution, and energy storage.
- ✓ Radiance Renewables, an Indian renewable energy developer, and the UK's Private Infrastructure Development Group have formed a joint venture called Radiance InfraCo Renewables to develop greenfield solar and wind-solar hybrid projects for commercial and industrial clients in India, leveraging their expertise to support the country's transition towards its net-zero emissions target by 2070.
- ✓ On December 4, 2023, Andhra Pradesh announced Rs 6600 crore (US\$ 794 million) clean energy and infrastructure expansion plans, including a 750 MW solar project, 100 MW solar plant, substation enhancements, collaborations with HPCL, Avera AI Mobility's electric vehicle expansion, and SECI contract for solar energy.
- ✓ Around US\$ 2.8 trillion will be invested in energy in 2023 globally. More than US\$ 1.7 trillion is going to clean energy, including renewable power, nuclear, grids, storage, low-emission fuels, efficiency improvements and end-use renewables and electrification.
- ✓ US\$ 2.4 billion National Hydrogen Mission for production of 5 MMT by 2030 and US\$ 36 million additional in budget.
- ✓ 59 solar parks with an aggregate capacity 40 GW have been approved in India.

- ✓ Solar Parks in Pavagada (2 GW), Kurnool (1 GW) and Bhadla-II (648 MW) are included in the top 5 operational solar parks of 7 GW capacity in the country.
- ✓ The world's largest renewable energy park of 30 GW capacity solar-wind hybrid project is under installation in Gujarat.
- ✓ India offers a great opportunity for investments in the RE sector; \$196.98 Bn worth of projects are underway in India.
- ✓ Wind Energy has an offshore target of 30 GW by 2030 with 3 potential sites identified.
- ✓ In August 2022, Norfund, who manages the Norwegian Climate Investment Fund, and KLP, Norway's biggest pension company, signed an agreement to buy a 49% share of a 420 MW solar power plant in Rajasthan for Rs. 2.8 billion (US\$ 35.05 million).
- ✓ India has generated 47.64 BU of solar power in the first half of 2022, a 34% YoY increase.
- ✓ Investment in renewable energy in India reached a record US\$ 14.5 billion in FY22, an increase of 125% over FY21.
- ✓ Delhi's Indira Gandhi International Airport (IGIA) has become the first Indian airport to run entirely on hydro and solar power. The onsite solar power plants meet around 6% of the airport's electricity requirement.

Road Ahead

India has set a target to reduce the carbon intensity of the nation's economy by less than 45% by the end of the decade, achieve 50% cumulative electric power installed by 2030 from renewables, and achieve net-zero carbon emissions by 2070. Low-carbon technologies could create a market worth up to \$80 billion in India by 2030.

India's target is to produce five million tonnes of green hydrogen by 2030. The Green Hydrogen target is set at India's electrolyzer manufacturing capacity is projected to reach 8 GW per year by 2025. The cumulative value of the green hydrogen market in India could reach \$8 Bn by 2030 and India will require at least 50 gigawatts (GW) of electrolyzers or more to ramp up hydrogen production.



India's ambitious renewable energy goals are transforming its power sector. The rising population and widespread electrification in rural homes are fueling the demand for energy to power homes, businesses and communities. Clean energy will reduce pollution levels as villages become self-sustainable with their use of clean energy. In 2022, India's renewable energy sector is expected to boom with a likely investment of US\$ 15 billion this year, as the government focuses on electric vehicles, green hydrogen, and the manufacturing of solar equipment.

It is expected that by 2040, around 49% of the total electricity will be generated by renewable energy as more efficient batteries will be used to store electricity, which will further cut the solar energy cost by 66% as compared to the current cost. The use of renewables in place of coal will save India Rs. 54,000 crore (US\$ 8.43 billion) annually. Around 15,000 MW of wind-solar hybrid capacity is expected to be added between 2020-25.

As per the Central Electricity Authority (CEA) estimates, by 2029-30, the share of renewable energy generation would increase from 18% to 44%, while that of thermal is expected to reduce from 78% to 52%. The CEA also estimates India's power requirement to grow to reach 817 GW by 2030.

(Source: <https://www.ibef.org/industry/renewable-energy>)

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled “Risk Factors” on page 20 of this Draft Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors' and the chapters titled 'Restated Financial Statement' and 'Management Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page no.20, 136 and 163 respectively, of this Draft Prospectus.

In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “Our”, “TEIL” and “Teja” are to M/s. Teja Engineering Industries Limited. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Draft Prospectus.

Company Background

Our Company was incorporated as "Teja Engineering Industries Private Limited" on April 17, 2023, under the Companies Act, 2013, with Corporate Identification Number (CIN) U33122GJ2023PTC140188, as per the Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. In line with our main business objectives, our Company acquired the proprietorship firm M/s Teja Engineering Services (TES), owned by our Promoter, Mr. Vakalapudi Srinivasa Rao, through a Business Transfer Agreement dated July 17, 2023. The proprietorship firm, M/s Teja Engineering Services, was originally established on September 24, 2002. The acquisition was approved by our shareholders at the Extraordinary General Meeting (EGM) held on July 17, 2023. Subsequently, our Company was converted into a Public Limited Company, and its name was changed to "Teja Engineering Industries Limited". A fresh Certificate of Incorporation reflecting this change was issued by the Registrar of Companies, Central Registration Centre, on September 19, 2023.

Teja Engineering Industries Limited (TEIL), founded and promoted by Mr. Vakalapudi Srinivasa Rao and Mrs. Vakalapudi Surya Kumari, is committed to delivering efficient and cost-effective solutions in the natural gas sector. Initially, Teja Engineering Services (TES) operated as a small engineering service provider, offering innovative solutions such as customized pipeline design and installation, high-efficiency compression systems, advanced gas measurement and monitoring systems, safety and risk mitigation technologies, compact and modular gas distribution units, environmentally sustainable practices, and remote monitoring and control systems for natural gas projects. Over time, TES expanded its expertise into Erection & Commissioning (E&C) projects, Operation & Maintenance (O&M) services for gas compressors, overhauling of gas compressors, and instrument calibration. Additionally, the company diversified into the installation of high-pressure SS tubing, bulk cascades, and related services. TES also providing services in the erection and commissioning of natural gas projects, including CNG and terminal stations. Recognizing the increasing demands of the energy sector, TEIL strategically expanded its operations to undertake larger and more complex Erection & Commissioning. Today, the company continues to enhance its expertise, delivering innovative and efficient solutions that contribute to the advancement of India's energy infrastructure.

Currently Our company specializes in providing assistance and support services in the Oil and Gas, Power and Energy Sectors. We focus on offering solutions such as project assistance, including Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC) and Operation & Maintenance (O&M) services. TEIL also specializes in turnkey and Gas stations for commercial applications. The company's ability to deliver reliable, cost-effective, and efficient solutions positions it as a key player in shaping the future of energy infrastructure across India. While we actively contribute to these industries through our expertise and services, we are not directly engaged in manufacturing or core operations within these sectors as on date of the Draft Prospectus. Our major clients are Corporates and PSU engaged in the making and supply of compressor for Gas and oil distribution.

With a strong workforce of over 1,700 professionals employed across reputed public limited companies in India, we specialize in providing Operations & Maintenance (O&M) services to our clients. Our company has successfully expanded its operations and provided its services across 12 states in India as of the date of the draft prospectus. These states include Gujarat, Telangana, Andhra Pradesh, Tamil Nadu, Kerala, Karnataka, Goa, Madhya Pradesh, Rajasthan, Odisha, West Bengal (Kolkata), and Maharashtra operating across various fields

and territories, TEIL is equipped to manage complex projects with efficiency and precision. The company's expertise extends to designing, commissioning, and maintaining terminal natural gas compression stations, ensuring optimal performance in industrial settings. For CNG stations, TEIL provides end-to-end lifecycle services, encompassing commissioning, operation, and maintenance.

TEIL is proud to hold the PESO certification under the SMPV (U) Rules, 2016, specifically Rule 18, for conducting the testing of Safety Relief Valves (SRV) and Pressure Safety Valves (PSV). This certification, issued by the Petroleum and Explosives Safety Organization (PESO), is a testament to our technical competence, compliance with safety standards, and commitment to excellence in the field of natural gas and energy systems. The certification ensures that our testing and inspection processes adhere to stringent safety and quality regulations, enabling us to provide reliable and efficient services to our clients. It also reinforces our position as a trusted partner in the industry, capable of delivering solutions that meet the highest standards of safety and performance.

Our company is committed to maintaining the highest standards of quality, safety, and environmental sustainability. To uphold this commitment, we adhere to some of the industry's most recognized quality and compliance standards. Our certifications, including ISO 9001:2015 for quality management, ISO 14001:2015 for environmental management systems, and ISO 45001:2018 for occupational health and safety management system, reflect our dedication to delivering excellence across all aspects of our operations. These accreditations not only reinforce our focus on quality and reliability but also ensure that we operate responsibly, prioritizing the well-being of our employees, clients, and the environment.

Being a service provider since incorporation, we have successfully completed over more than 300 CNG filling stations - Project of various size and complexities in India. Further under O & M services, presently we are providing services to more than 450 units on annual basis as on March 31, 2025.

Major Industries for which we do projects:

- Oil and Gas
- Power and Energy

We derive our revenue from following business Verticals:

O&M – Operation and Maintenance Services.

- Erection and commissioning (E & C) & Turnkey Solutions
- Instrument calibration / Over Hauling / Hook up & Testing

(₹ in Lakhs)

Particulars	FY 2024-25 (From 01.04.2024 to 31.12.2024)		FY 2023-24		30/06/2023		FY 2022-23		FY 2021-22	
	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
O & M Services	3781.98	94.05	2873.54	90.89	771.80	91.84	2166.28	88.14	1872.65	77.02
Instrument & SRV Calibration	94.44	2.35	56.39	1.78	28.19	3.35	81.21	3.30	53.25	2.19
Overhauling	2.92	0.07	40.37	1.28	0.00	0.00	0.00	0.00	1.52	0.06
Tubing Hookup	0.00	0.00	53.36	1.69	3.45	0.41	43.79	1.78	307.28	12.64
Installation	0.45	0.01	6.30	0.20	4.05	0.48	27.00	1.10	36.45	1.50
E & C Services	141.39	3.52	131.77	4.17	32.87	3.91	139.63	5.68	160.11	6.59
TOTAL	4021.17	100	3161.72	100	840.36	100	2457.90	100	2431.27	100.

Details of Services and Material cost

Particulars	As At 31st December, 2024	%	2023- 24	%	UPTO 30/6/20 23	%	2022-23	%	2021- 22	%
Material Purchases	77.40	2.40	66.72	2.41	14.85	2.27	132.84	6.48	360.24	19.51
Power and Fuel	254.07	7.88	230.30	8.32	59.70	9.12	226.00	11.03	117.91	6.39
Employees Exp- Site and on filed Staff*	2669.14	82.81	2338.67	84.50	518.61	79.24	1542.00	75.26	1212.11	65.66
Rent and Hiring charges	40.53	1.26	37.08	1.34	7.41	1.13	50.32	2.46	37.07	2.01
Site Expenses	89.56	2.78	32.56	1.18	21.65	3.31	41.97	2.05	50.20	2.72
Testing and Calibration Exp	77.60	2.41	51.45	1.86	25.37	3.88	38.36	1.87	26.02	1.41
Material Handling & other exp.	14.99	0.47	10.92	0.39	6.93	1.06	17.50	0.85	42.61	2.31
Total	3223.29	100.00	2767.70	100.00	654.52	100.00	2048.99	100.00	1846.16	100.00

*As company is in business of business of services provider our majority cost is salary/wages paid to employees on site and on filed staff. The other cost of material consumes is mainly useful in maintenance of machineries on site.

Pre-Qualification and Competitive Bidding Process:

Our business operates in a highly competitive environment where projects are awarded through a structured bidding process, requiring us to meet stringent technical and financial pre-qualification criteria. Our ability to secure contracts depends on multiple factors, including our track record, project execution experience, service quality, technical expertise, reputation, and financial strength. Once pre-qualified, contract allocation is primarily determined by price competitiveness. For the preparation and submission of bids involve significant one-time costs, which are non-reimbursable. After fulfilling pre-qualification criteria, will result in project awards.

OUR SERVICES:

1. Erection and Commissioning (E & C) and Turnkey Solutions

We commence Project works in which Installation, Erection, Testing and Commissioning services provided on turnkey basis includes fabrication and refurbishments along with supply of materials for Gas Compression plants along with all its auxiliaries. We also do the setup of Cascades and LCV Filling post for gas distribution and SS tubing works. We obtain order from OEM suppliers of Compressor and corporates to whom the turnkey projects awarded by PSU and Corporates for setting of CNG station and NG distribution network.

We undertake projects on E&C basis, with or without operation and maintenance services ("O&M"). The scope of our services includes detailed engineering of the project, procurement of key materials and project execution at the sites with overall project management up to the commissioning of these projects. In addition, we also undertake operation and maintenance of projects in accordance with our arrangements & terms. Our employee resources and equipment, together with our engineering capabilities, enable us to execute a range of projects on turnkey basis.

Our project type includes:

- Installation and commissioning of CNG filling pump station, filling and distribution centre. Turnkey solution of Gas based power supply in industry and cooling, Cooling Towers, Blow down Pumps, Centrifugal Pumps, Heat Exchangers.
- Company is offering a wide range of Erection and commissioning of Natural gas filling station projects along with designing, material, planning, execution and operation of the Terminal natural gas compressor plants and CNG plants across India.

- Erection & Commissioning of NG Compressors Motor/ Engine driven CP / KPCL and other CGD companies. Commissioning services on Turnkey basis includes fabrication and refurbishments along with supply of materials for Gas Compression packages and plants along with all the auxiliaries. We also do the setup of Cascades and LCV Filling post for gas distribution and SS tubing works.

The following scope of works will be carried out in E&C orders:

- Erection, Installation & alignment of equipment and compressors.
- Verify and analyse the equipment, machines, parts and accessories for their quality and quantity at site as per the customers order.
- Grouting and fixing, loading and unloading of equipment & accessories
- Laying & Fabrication of pipes and structures.
- Laying of SS High pressure Gas tubing and hook up with the client's outlets.
- Electrical Cabling and termination works
- Pre-commissioning of all equipment.
- Testing and commissioning of all equipment.
- Conducting of MRT / PRT (mechanical run test / Performance run test)
- Handing Over projects documents and submission of completion report.

Under E & C & Turnkey solution, our customers provide complete design and drawing, project plan and layout, training to our staff and installation schedule. All equipment, machines, pipes and accessories are supplied by customers only and we provide our manpower and our expertise to execute the work as per their program and schedule.





Process flow – E & C - Turnkey Solution

On receipt of work order from our customers, our process start as follows:

Planning and Coordination: Prior to the start of erection and commissioning activities, a detailed plan should be developed that outlines the scope of work, responsibilities, timelines, and resources required for the activities. This plan should be communicated to our team, including the project team, contractors, and vendors. Coordination among different parties involved in the erection and commissioning process, including the client's team, contractors, vendors, and other stakeholders, is crucial to ensure smooth execution of the activities.

Quality Control: During the erection and commissioning process, quality control measures should be implemented to ensure that the compressors, pipes, valves, equipment or measuring and alarm systems are installed as per the approved design, specifications, and Gas and CNG industry standards. This may involve verifying the correctness of components, checking for proper alignment, conducting tests and inspections, and documenting the results. Non-conformances or deviations from the approved design should be promptly addressed and resolved to ensure that the equipment or systems are installed correctly and function as intended.

Safety Management: Safety is a critical aspect of erection and commissioning activities, as they involve working with CNG, oil and NG, compressor, heavy equipment, electrical systems, and other hazardous components. Appropriate safety measures, including the use of personal protective equipment (PPE), adherence to safety procedures, and compliance with relevant safety regulations and standards, should be strictly followed. Safety audits, inspections, and training programs should be conducted to ensure that all personnel involved in the erection and commissioning process are aware of the potential hazards and take necessary precautions to mitigate them.

Testing and Commissioning: Once the compressor, valve, pipe and measuring and filling equipment or systems are installed, testing and commissioning activities should be carried out to ensure that they are functioning as intended and meeting the required performance criteria. This may involve conducting mechanical run test, functional tests, performance tests, and other specialized tests to verify the operation, reliability, and safety of the equipment. Test results should be documented, reviewed, and approved before proceeding with the commissioning process.

Commissioning and Start-up: After successful testing, the commissioning process involves making the equipment or systems operational and integrating them into the overall project. This may include Grouting and fixing, calibration, fine-tuning, and optimization of the equipment or systems, as well as checking and verifying their interfaces, supply and pressure with other equipment or systems. Verify and confirm the SS High Pressure Gas tubing, valve pressure and hook up with the client's outlets filling & supply systems. Once the commissioning process is completed, the equipment or systems are ready for start-up, and the client's team may take over the operation and maintenance responsibilities.

Documentation and Reporting: Proper documentation of the erection and commissioning activities is essential for record-keeping of design and drawing of pipeline, electrical valves and underground tank, compliance and testing records, vendors certification and validity of equipment for future reference. This may include maintaining records of installation procedures, test results, commissioning reports, as-built drawings, operation and maintenance manuals, and other relevant documentation. Regular progress reports, including updates on the status of erection and commissioning activities, should be prepared and informed about the progress of the activities.

Troubleshooting and Issue Resolution: During the erection and commissioning process, issues or challenges may arise, such as equipment malfunctions, technical glitches, or unforeseen site conditions. Prompt troubleshooting, issue resolution, and decision-making are crucial to minimize delays and disruptions in the erection and commissioning process. Coordination among different stakeholders, technical expertise, and effective communication are key to resolving issues in a timely manner.

2. Operation and Maintenance Services

We are service provider of Operations & Maintenance services of gas compressor packages, offering a comprehensive range of solutions, including O&M, Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC) and turnkey projects. Our expertise extends across gas compression plants, gas gathering stations, CNG filling and distribution stations, and gas power plants. We provide O&M services for gas and air compression systems, gas and diesel engine power generation, and associated infrastructure, ensuring the highest standards of reliability, efficiency, and customer satisfaction.

Our all-in-one O&M services encompass operations, maintenance, and the supply of consumables and spare parts, typically spanning one to three years. We have a strong portfolio of regular clients, including Public Sector Undertakings (PSUs) and corporate entities, for whom we have executed and continue to manage turnkey projects. By integrating O&M services into our turnkey solutions, we ensure seamless after-sales support, fostering long-term relationships with our clients and positioning ourselves as a preferred partner for their future projects.

We undertake O & M services for Gas Engine & Motor Driven - Gas Compressor packages. Expertly rejuvenating equipment to enhance performance and prolong its operational life. Our comprehensive overhauling services as per the OEM recommendations and procedures, ensure sustained efficiency, reliability, and maximum equipment longevity. Gas Engines, Reciprocating Gas Compressors, Air Compressors and associated auxiliaries Top and major overhauling jobs on turnkey basis and manpower supply for government authorities/ PSU / Corporate bodies and private sectors.

Additionally, we supply consumables and spare parts to ensure the seamless operation and maintenance of gas compressor and CNG supply plants. Leveraging our in-house R&D capabilities, we develop tailored solutions to address industry-specific challenges. Our O&M team has played a crucial role in expanding our service offerings, including the development of self-sustained CNG supply plants that operate without external energy sources. We secure O&M contracts from OEM suppliers of compressors and corporate entities for their PSU and corporate clients, covering AMC and warranty-based services for CNG stations and natural gas distribution networks.



The following are of scope of services & work carried out in our O&M services

- Maintenance and monitor the Compressor, pressure valve, pipes and tank at CNG station
- Providing of 24/7 operation service of all equipment of CNG compressor stations
- Providing of tools, safety PPEs, consumables like oil & coolant.
- Deployment of trained and skilled operators as required

- Daily maintenance of CNG compressor packages.
- Planning of spares and consumable at stock level
- Execution of preventive & scheduled maintenances as per OEM recommendations
- Attending trouble shootings and break downs with high skilled technicians
- Compliance & Maintaining of Equipment's performance log records
- Customer management and Compliance daily reports

CNG fuelling, compression and distribution stations are complex systems. Because CNG stations provide extremely high-pressure fuel, NFPA 52, the primary CNG fuelling station design, operation and maintenance code, requires a written maintenance plan for every existing and new station. Our customers being OEM suppliers of essential equipment and turnkey projects completed provides essentials training and operational manual, provides the knowledge with necessary to design and implement a successful maintenance plan that ensures the highest level of equipment and system reliability and fuel quality required.

Teja has proven capabilities in providing operation & maintenance services for Process Plants and Terminal including Gas Gathering Stations, CNG Marketing Terminal & Pumping Stations, Intermediate, LPG/LNG Import Terminals, Gas Compressor Stations and CNG station etc.

All the terminal & plant operation activities and Predictive, Preventive & Shutdown maintenance activities are executed by Teja's Multidisciplinary qualified and experienced team. Our experts provide hands on solution to reduce the break down time of equipment in case of emergency situation.

Process Flow Chart

On receipt of work order from customer, our O & M services start in following manner:

- **Documentation and Design:** Obtain the Proper documentation such as record-keeping of design and drawing of pipeline, electrical valves and underground tank, compliance and testing records, vendors certification and validity of equipment. This may include maintaining records of installation procedures, test results, commissioning reports, as-built drawings, operation and maintenance manuals, and other relevant documentation.
- **Manpower:** Deploy the required trained and skilled manpower at site with detail SOP from customers and reporting module
- **Troubleshooting and Issue Resolution:** During the O & M services, issues or challenges may arise, such as equipment malfunctions, technical glitches, or unforeseen site conditions. Prompt troubleshooting, issue resolution, and decision-making are crucial to minimize delays and disruptions in services and function. Coordination among different vendors, stakeholders, technical expertise, and effective communication are key to resolving issues in a timely manner.
- **Reporting and Records:** Regular O & M progress reports, including updates on the status of monitoring and functional activities, should be prepared and informed about the progress of the activities.

Our Goal for O & M Services:

- Ensure that the high-pressure fuel system equipment is safe to operate and use for distribution and filling.
- Ensure that the cost to operate and maintain the fuelling equipment is minimized, cost control, and Protect the Capital investment for the long-term
- Ensure that the expensive equipment installed in the station is taken care of and not wasted
- Ensure Safety for the Gas gathering and CNG station. Enhance equipment reliability
- Compliance with environmental and regulatory agency requirements

There are three levels of O&M services needed for CNG, Gas Gathering and Distribution station equipment.

- Proactive
- Scheduled
- Reactive (Emergency)

We believe and design the maintenance programs which involve measure of each equipment and also require that the majority of maintenance be planned and orderly rather than waiting for a breakdown to occur. If maintenance is primarily reactive, customer satisfaction will dramatically decrease and maintenance costs will significantly increase in the long run.

3. Instrument calibration / Over Hauling / Hook up & Testing

We provide on-site and laboratory calibration for mechanical and thermal instruments, ensuring exceptional accuracy, reliability, and optimal performance for enhanced safety and efficiency. Our calibration services cover a wide range of instruments, including pressure and vacuum systems such as pressure gauges, digital pressure gauges, pressure calibrators, vacuum digital pressure gauges, pressure transmitters, and pressure switches. Additionally, we calibrate thermal systems, including RTDs with or without indicators, thermocouples with or without indicators, temperature gauges, temperature transmitters with sensors, temperature controllers with sensors, and digital thermometers.

We have extensive experience in performing calibration for process instruments at major PSUs and corporate entities engaged in CNG, natural gas, and gas distribution. Our services are provided on behalf of OEM suppliers of compressors and equipment, ensuring compliance with industry standards and regulatory requirements. Our commitment to quality service is the foundation of our success and the key driver behind our rapidly expanding service portfolio. We offer cost-effective and customized calibration solutions that meet international standards, delivered by a team of highly qualified and trained engineers.

Calibration Process

The ability of all measuring instruments to measure accurately and reliably is to be proved, to get meaningful results. For this, the results of measurement are to be compared with higher standards. The instruments, gauges to be used for measurement should be of known accuracy in order that the results obtained are meaningful. To identify the errors and rectification of errors, the instruments are compared with masters or standards. This act of comparison is known as calibration.



We carry out the following services in instrument calibration services:

- Calibration of Pressure and Vacuum System Pressure Gauges.
- Calibration of Digital Pressure Gauges
- Calibration of Vacuum Digital Pressure Gauge, Pressure Transmitter & Pressure switches.
- Calibration of System RTD-With/Without Indicator, Thermocouples
- Calibration of Temperature gauge, Temperature transmitter with Sensor, Temperature Controller with Sensor, Digital Thermometer.

Traceability: - Traceability is the property of the results of a measurement, not of an instrument or calibration report or laboratory. Traceability means the result of a measurement can be related to a reference through a series of calibration reports.

Why it is necessary to calibrate measuring instruments:

- The calibration of any measuring system is very important to get meaningful results. In the case where the sensing system and measuring system are different, then it is imperative to calibrate the system as an integrated whole in order to take into account the error producing properties of each component.

- Calibration is usually carried out by making adjustments such that the readout device produces zero output for zero-measured input, and similarly, it should display an output equivalent to the known measured input near the full-scale input value.
- It is important that any measuring system calibration should be performed under environmental conditions that are as close as possible to those conditions under which actual measurements are to be made.
- It is also important that the reference measured input should be known to an as much greater degree of accuracy – usually, the calibration standard for the system should be at least one order of magnitude more accurate than the desired measurement system accuracy.

Benefits of Calibration are as follows:

- Calibration full fill the requirements of traceability to national/ international standards like ISO 9000, ISO 14000, etc.
- Calibration will improve the instrument is working.
- Traceability to national measurement standards.
- Interchangeability, Reduced rejections, failure rate thus higher return.
- Improved product and service quality leading to satisfied customers.
- Power saving, Cost-saving & Safety.

4. Overhauling Services with Decommissioning Service and services/repairs of Safety Relief Valves:

Overhauling Service meaning expertly rejuvenating equipment to enhance performance and operational life. Our Expertise & efficient overhauling services as per the OEM recommendations and procedures, ensure the sustained efficiency, reliability, and maximum equipment longevity. Gas Engines, Reciprocating Gas Compressors, Air Compressors and Associated Auxiliaries.

We used to carry out Overhauling of Natural Gas Compressors at PSU and Corporates on behalf of OEM supplier of Compressors.



Decommissioning Services

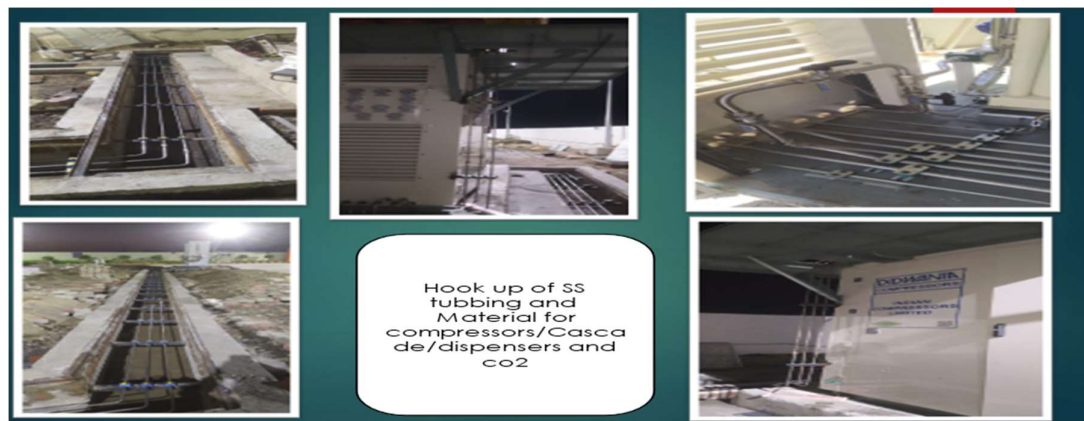
Decommissioning of gas compressor packages from the existing stations.

- A) Dismantling of the packages and its auxiliaries
- B) Loading of all the equipment
- C) Providing Transportation and insurance of all the equipment
- D) Un-loading of the same at desired locations

Terminal Hook-up

In terminal hookup services, we ensuring seamless integration of critical infrastructure in natural gas compression plants, CNG stations, and power generation facilities. Our terminal hookup services involve the installation, connection, and commissioning of pipelines, compressors, and other essential equipment to

facilitate the efficient transfer and distribution of natural gas. We handle high-pressure stainless steel (SS) tubing, gas pipeline connections, and instrumentation systems with precision, ensuring compliance with industry standards and safety regulations. Our expertise covers gas gathering stations, injection systems, and terminal compressor plants, optimizing gas flow and operational efficiency. By leveraging advanced engineering techniques, skilled manpower, and high-quality materials, we provide reliable and cost-effective hookup solutions, minimizing downtime and maximizing performance for our clients in the oil & gas, power sectors.



Testing

We do Calibration services of Safety Relief Valves under PESO License as per SMPV rule 18. We are also doing Ultrasonic Thickness Testing of Pressure Vessels and Pipelines. We are Specialized in Detection System of Gas detector and Flame detector Testing.

We have a dedicated team engineers with experience in their related area. We believe our team follows a professional approach, which includes internal design reviews, regular project meetings with clients, and a comprehensive quality check of every deliverable to ensure that the design and drawings meet with the requirements of our clients and also the norms prescribed by applicable government departments.

We provide our services from conceptualisation of projects, design and drawing, engineering, guidance and assistance in approval from authority. We extend our services from commencement of project till completion and handover.

Services and repairs of Safety Relief Valves

Our competent team enable us to deliver projects with precision, adhere to strict safety standards, and maintain exceptional quality, making us a reliable and trusted partner for our clients. Our services are consistent round the year. We are a quality conscious company. We constantly striving to expand our service portfolio and we always look forward to complementing projects of our clients.

Future Expansion of Services and repairs of Safety Relief Valves:

Our company has been authorized by Leser India Pvt. Ltd. to carryout Repair & Servicing of Safety Relief Valves in India. Leser India is manufacturer of safety valves which are being used by customers across all major industries like oil & gas, petrochemicals, chemicals, pharmaceuticals, and Original Equipment Manufacturers (OEMs). This safety valves provides efficient and safe processes from the production of gases in the air separators to transport, storage and processing of technical gases.

Our company shall provide repairs and services from facility at GIDC, Panoli, Gujarat. We have allocated Rs. 194.63 Lakhs for the acquisition of Testing and Maintenance of Safety Valves Machineries. For further details, please refer Object no. 1- Funding capital expenditure requirements for the purchase of equipment/machineries in the chapter titled "Object of the Issue" on page no. 61 of Draft Prospectus.

Following are the activities will be carried out by our Company:

- Testing and troubleshooting of laser make SRV ranging from 1/2 inch to 8 inch
- Calibration of the SRV
- Repairing of the SRV

Safety valve Testing & setup



SOP process of Tools and tackles for the SRV process



SOP process of Final testing of SRV and PSV

OUR BUSINESS STRENGTH:

1. Extensive Operational Presence and Skilled Workforce.

With a strong workforce of over 1,700 professionals employed across reputed public limited companies in India, we specialize in providing Operations & Maintenance (O&M) services and Etraction and Commissioning (E&C) services to our clients. Our company has successfully expanded its operations and provided its services across 12 states in India as of the date of the draft prospectus. These states include Gujarat, Telangana, Andhra Pradesh, Tamil Nadu, Kerala, Karnataka, Goa, Madhya Pradesh, Rajasthan, Odisha, West Bengal (Kolkata), and Maharashtra. This extensive geographical presence reflects the company's strong market reach and ability to cater to diverse regional demands. The expansion across multiple states highlights the company's commitment to growth, customer engagement, and the development of a widespread distribution network, positioning it well for future scalability and increased market penetration.

₹ in lakhs

Name of State*	FY 2024-25 (From 01.04.2024 to	FY 2023-24	30/06/2023	FY 2022-23	FY 2021-22
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	31.12.2024									
	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
Gujarat	2181.79	54.26	1744.33	55.17	415.2	49.41	1513.49	61.58	1280.15	52.65
Maharashtra	1790.52	44.53	1355.16	42.86	387.96	46.17	890.91	36.25	982.83	40.42
Andhra Pradesh	44.37	1.10	50.22	1.59	30.93	3.68	18.56	0.76	33.59	1.38
Haryana	0.45	0.01	8.33	0.26	4.05	0.48	19.95	0.81	30.98	1.27
Madhya Pradesh	2.59	0.06	3.02	0.1	0.93	0.11	5.79	0.24	30.89	1.27
Goa	0.00	0.00	0	0	0	0	0	0	71.76	2.95
Others	1.46	0.04	0.66	0.02	1.29	0.15	9.21	0.37	1.06	0.04
TOTAL	4021.17	100	3161.72	100	840.36	100	2457.9	100	2431.27	100

*As head office of the Company situated in one state, they raise bill from the particular state only for the work done in other states as well.

Our expertise spans designing, commissioning, and maintaining terminal natural gas compression stations, ensuring optimal efficiency and reliability in industrial applications. We also provide end-to-end lifecycle services for CNG stations, covering commissioning, operation, and maintenance to ensure seamless functionality.

With our skilled manpower, extensive reach, and deep technical expertise, we are well-equipped to handle complex projects with efficiency and precision, reinforcing our position as a trusted partner in the energy and infrastructure sector.

2. Commitment to Quality and Industry Accreditations.

At TEIL, we are committed to maintaining stringent quality standards across all stages of our project services. Our focus is on optimizing efficiency, reducing costs, and ensuring seamless execution through effective resource utilization. Our Company is proud to hold the PESO certification under the SMPV (U) Rules, 2016, specifically Rule 18, for conducting the testing of Safety Relief Valves (SRV) and Pressure Safety Valves (PSV). We also holds ISO 9001:2015 for quality management, ISO 14001:2015 for environmental management systems, and ISO 45001:2018 for occupational health and safety management system, reflect our dedication to delivering excellence across all aspects of our operations. A dedicated team of engineers and professionals oversees our quality assurance framework, ensuring that all materials conform to industry standards and project specifications. We actively monitor and test materials for compliance, track non-conformities, and implement corrective actions to maintain the highest levels of quality and client satisfaction.

Our commitment to benchmarking and continuous improvement allows us to adopt best practices that enhance service delivery. Backed by industry certifications and accreditations, we are well-positioned to meet the evolving needs of our clients across the Oil & Gas, and Power. Our expertise, combined with strict adherence to quality control measures, reinforces our reputation as a trusted partner in delivering reliable and efficient solutions.

3. Experienced Leadership with Extensive Domain Knowledge.

Our company is led by our Promoter and Managing Director, Mr. Vakalapudi Srinivasa Rao, a first-generation entrepreneur with over 25 years of industry experience in, procurement, Erection & Commissioning (E&C), and turnkey solutions for the Chemical, Oil & Gas sectors. His vast expertise in maintenance, testing, erection, commissioning, and operations & maintenance of hydrogen plants and natural gas infrastructure has been instrumental in driving our company's growth.

We believe that the depth and diversity of experience of our Promoter and Directors have played a crucial role in scaling our operations in the domestic market. Their extensive industry knowledge enables us to anticipate and adapt to market trends, expand our operations, strengthen customer relationships, and respond effectively to evolving client needs. Under their leadership, we have successfully built a strong market presence, delivering cost-effective and high-quality solutions to corporate and PSU clients nationwide.

For further details on our Promoters and Directors, please refer to the sections “Our Promoters and Promoter Group” and “Our Management” on page no. 132 and 163, respectively.

4. Strong Customer Relationships as a Key Business Strength.

Our company has built a strong and diverse clientele across multiple industries and cities nationwide. We believe that our commitment to quality service in E&C turnkey solutions, O&M, and other specialized services has been instrumental in securing repeat and continuous business from existing clients while also attracting new customers. This approach has helped us establish long-term working relationships and enhance our customer retention strategy.

Our Operation & Maintenance (O&M) services provide a significant advantage in retaining customers, ensuring consistent engagement and ongoing service excellence. We consider our strong customer relationships a competitive edge, contributing to our sustained business growth. For instance, our top 10 customers contributed ₹4017.40 lakhs, ₹3140.32 lakhs, ₹2456.37 lakhs, and ₹2428.32 lakhs, representing 99.91%, 99.32%, 99.94%, and 99.88% of our revenue from operations for the period ended December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively.

Our deep market understanding and unwavering commitment to delivering desired results have helped us earn the trust and confidence of our customers over the years. Our comprehensive service offerings, technical expertise, competitive pricing, and execution capabilities further strengthen our customer relationships, positioning us as a preferred partner in the industry.

OUR BUSINESS STRATEGIES

1. Leveraging Technological Advancements for Business Growth.

In TEIL, we centered around harnessing technological advancements to drive efficiency, innovation, and sustainable growth across our operations. By integrating cutting-edge technology, we aim to enhance project execution, optimize resource utilization, and deliver superior solutions to our clients. We are adopting automation and digitalization through AI-driven monitoring systems, IoT-based asset tracking, and predictive maintenance tools to improve efficiency and minimize downtime in our Operation & Maintenance (O&M) services.

We are also utilizing advanced engineering solutions to enhance the design, commissioning and maintenance of natural gas compression stations and CNG facilities. Our focus on energy-efficient technologies enables us to deploy smart grid solutions, advanced Combined Heat & Power (CHP) systems, and hybrid energy models to maximize energy efficiency and sustainability. Additionally, we leverage big data analytics for data-driven decision-making, optimizing costs, improving project planning, and enhancing operational performance.

2. We are diversifying our service offering including renewable energy.

Innovation remains at the core of our growth strategy. We are continuously investing in clean energy solutions, energy-efficient infrastructure, and advanced project execution methodologies. Our sustainability-driven approach integrates renewable energy projects, smart energy management systems, and green technology solutions, ensuring long-term environmental and economic benefits.

By adopting a customer-centric and technology-driven approach, we strive to provide customized, turnkey solutions that cater to the evolving needs of industries and government initiatives. Through a synergistic blend of geographic expansion, technological advancements, and strategic alliances, we aim to contribute to a more sustainable and energy-efficient future for the benefit of the society.

3. We are expanding our geographical reach for the business expansion and entering into new field of providing compressors on the rental basis.

As part of our long-term vision, we are committed to strategic business expansion by broadening our service portfolio and extending our operations across new geographical regions. Leveraging our core services in Oil & Gas, Power & Energy, and Renewable Energy sectors, we aim to extend our operations across new geographical regions while enhancing our capabilities in emerging technologies. Through a combination of

geographical expansion, technological advancement, and strategic alliances, we aim to drive long-term profitability, and contribute to a more sustainable and energy-efficient future.

We have planned to acquire two Gas Engine Driven Reciprocating Heavy-Duty Gas Compressor Packages (Units) with a capacity of 20,000 SCMD, amounting to ₹479.08 lakhs. This acquisition has been disclosed under **Object No. 1 – "Funding capital expenditure requirements for the purchase of equipment/machineries" as part of the operation of gas compressors and distribution services at the gathering station, as mentioned in the chapter titled "Object of the Issue" in the Draft Prospectus.**

The acquired compressors will be provided to clients on a rental basis, thereby establishing a new revenue stream for our company. This rental income will contribute to a stable and recurring revenue model, ensuring consistent cash flows over the long term. Additionally, as the demand for efficient gas compression and distribution services continues to grow, this initiative will further strengthen our market presence and operational capabilities. The perpetual nature of the rental income will enhance our financial sustainability while enabling us to optimize asset utilization and maximize returns on investment.

4. Strengthening Operational Efficiency with Vehicles and Equipment Upgrades

To support seamless service execution and logistical operations, we plan to invest in modern commercial vehicles, including Mahindra Maxx HD 1.7 LX (BS 6.2) trucks, to facilitate the efficient transportation of critical compressor parts, gas gathering equipment, and repair tools. These vehicles, compliant with Bharat Stage 6.2 emission standards, will reduce our carbon footprint while ensuring robust performance in challenging industrial environments. This acquisition has been disclosed under **Object No. 1 – "Funding capital expenditure requirements for the purchase of equipment/machineries" as part of the operation of gas compressors and distribution services at the gathering station, as mentioned in the chapter titled "Object of the Issue" in the Draft Prospectus.**

Furthermore, our investment in high-precision calibration tools and repair equipment will enable us to conduct overhauls, replace critical components, and optimize the performance of compressors and gas distribution units. Through these enhancements, we will minimize downtime, extend equipment lifespan, and offer cost-effective maintenance solutions to our clients, positioning ourselves as a trusted partner for Turnkey Solutions and Operations & Maintenance (O&M) services in the Oil & Gas sector.

5. Customer-Centric Approach and Sustainable Growth Strategy.

At TEIL, our business strategy is built on a customer-centric approach that prioritizes understanding and addressing the unique needs of our clients. By offering tailor-made solutions that align with their specific challenges and objectives, we foster long-term relationships, build trust, and encourage repeat business. Our commitment to customer satisfaction drives us to consistently innovate and refine our service offerings, ensuring optimal outcomes for our clients.

In addition to customer focus, we are dedicated to sustainable growth and responsible environmental management. We recognize the importance of aligning our business expansion with the well-being of society and the environment. By incorporating sustainable practices across our operations, we strive to minimize environmental impact while maximizing value for all stakeholders. Our projects are designed to create a positive and lasting impact on the communities we serve.

COMPETITION

The natural gas and CNG infrastructure industry is highly competitive, with several established players, including OEM suppliers, engineering service providers, and turnkey solution companies, vying for market share. Competition arises from multinational corporations, large domestic firms, and specialized service providers offering Erection & Commissioning (E&C), procurement, operations, and maintenance services. Some of our competitors have greater financial resources and offer a broader range of facility. However, our focus on client relationships, reputation, employee expertise, market focus, and service quality help us stay competitive. We strive to ensure consistent quality services, timely delivery, and competitive pricing to strengthen our brand over time. Our integrated and cost-effective offerings, coupled with our commitment to customer satisfaction, reliability, and quality consciousness, give us a competitive advantage. With our technical capabilities, industry experience, and quality assurance, we are confident in overcoming competition from both organized and unorganized players in the market.

ENVIRONMENT, HEALTH AND SAFETY MEASURES

We are committed to globally accepted best practices and compliance with applicable health, safety and environmental legislation and other requirements in our operations. In order to ensure effective implementation of our practices, we have implemented a safety, health and environment policy wherein we have committed to, inter alia, the maintenance of a safe workplace and providing the necessary training to employees at our workplace. We undertake induction training, emergency preparedness and job specific training of employees & contractors, in addition to the provision of protective equipment to ensure safety of equipment and manpower. We believe that we comply in all material respects with applicable occupational health and safety laws, regulations and other contractual requirements relevant to health and safety of employees at our project sites.

We believe that we have obtained necessary approvals and permission for our operations. For further details, see chapter titled **“Government and Other Approvals”** beginning on page no. 179 of this Draft Prospectus.

INSTALLED CAPACITY AND CAPACITY UTILISATION

As our company operates in the service sector, metrics such as capacity and capacity utilization are not applicable to our business model.

EXPORT AND EXPORT OBLIGATION

Our Company has not undertaken any exports in the past three years and has no export obligations as of the date of this Draft Prospectus.

SALES AND MARKETING STRATEGY

We have a diverse O & M services and turnkey solution offerings and customer base across diverse industry. Our team continuously search open order / tenders in the market, various new opportunities prevailing in the market etc. for further business opportunities. Given the nature of our services offering, we are required to regularly engage and interact with our customers before concluding a purchase order. Such interaction may include, exchange of design solutions, scope of work, complexity and product information, feedback on various aspects of the product, estimation of effort and cost. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. We have sector-specific sales teams and seek to further boost our marketing capabilities by employing general members in our sales and marketing team.

As on the date of this Draft Prospectus, our sales and marketing team consisted of [●] members. We follow a business development process for customer acquisition and retention for both new and existing customers.

INFRASTRUCTURE FACILITIES FOR RAW MATERIALS AND UTILITIES LIKE WATER, ELECTRICITY ETC.

Raw Material

The Company operates as an Erection & Commissioning (E&C) contractor, specializing in providing comprehensive E&C services. The materials essential for executing our projects are meticulously sourced and managed to ensure the highest quality and compliance with project specifications.

We offer technical, maintenance and commissioning services. All equipment, machines, pipes, valves and accessories are supplied and provided by customers. We purchase oil, lubricant oil, basis parts & material for calibration and maintenance purposes. All material are available locally.

Plant, Machinery, Technology, process Etc.

Our company is engaged in manpower supply for Operations & Maintenance (O&M) services for the Oil & Gas, Power & Energy. As part of our regular business operations, we require equipment such as digital pressure gauges, hydraulic pressure comparators, universal calibrators, temperature baths, and air compressors. However, as of the date of the Draft Prospectus, we do not require any heavy plant or machinery.

Additionally, our company provides will Gas Engine Driven Reciprocating Gas Compressor Packages with a fully packaged compressor having a capacity of 20,000 SCMD (Standard Cubic Meters per Day). These machines are designed to meet the stringent requirements of natural gas compression, gas gathering, and distribution at PSU and corporate client sites in the Oil & Gas sector. As we expand our operations, we are in the process of procuring additional plant and machinery.

For further details, please refer to the chapter titled "Objects of the Issue" on page no. 60 of the Draft Prospectus.

Collaborations, any Performance guarantee or assistance in marketing by the Collaborators

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

Water Facility

At our registered office, work sites, and project locations, our water requirements are limited to general usage. These needs are efficiently met through the water supply provided by local authorities.

Electricity and Power Setup

At our registered office, the power supply from local authorities i.e. Dakshin Gujarat Vij Co. Ltd. is sufficient to meet our requirements.

At our project sites, power supply is typically provided by the contracting company. In instances where additional power is required, they arrange for Diesel Generator sets from nearby locations to ensure seamless operations.

Transportations

As of the date of the Draft Prospectus, the Company owns total three number of vehicles, which include one Bolero Camper gold and two Tata Arctic white Yodha. The requirement for vehicles in our business is primarily to facilitate the transportation of tools, essential oils, spare parts, and other necessary equipment to various service locations, along with deploying skilled manpower for operational support.

With the expansion of our service operations and an increasing number of site locations, there is a growing need for a dedicated fleet to ensure seamless and timely service delivery. To meet this demand, we plan to acquire an additional 15 commercial vehicles (Maxx HD 1.7 LX (BS 6.2), Payload up to 2000 kg) exclusively for business purposes. These vehicles will play a crucial role in enhancing our logistical efficiency, reducing service downtime, and improving overall operational effectiveness.

Furthermore, the addition of these vehicles will enable us to promptly address emergency service requirements, optimize supply chain management, and ensure uninterrupted operations at multiple sites. For further details on the acquisition of these 15 vehicles, please refer to Object No. 1 – "Funding capital expenditure requirements for the purchase of equipment/machineries", Point No. 5, as mentioned in the chapter titled "Object of the Issue" in the Draft Prospectus.

Along with our own vehicles, we also take vehicle service from the third party as and when required in our operational business.

Human Resources:

Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration, and promoting the development of their skills. Recruitment of personnel in different categories is carried out by our human resources department.

As on February 28, 2025, we had a strong workforce of 1786 employees. The following table illustrates the breakdown of the numbers of our employees by function:

Sr. No.	Particulars	FY 2021-22	FY 2022-23	June 30, 2024	FY 2023-24	February 28, 2025
1)	Operator (Semi Skilled)	732	856	904	1184	1492
2)	Technician (Skilled)	59	139	152	175	192
3)	Incharge (High Skilled)	12	29	38	93	64
4)	Office Staff	14	24	27	31	38
	Total	817	1048	1121	1483	1786

Details of Immovable Property:

The Details of the Leased Properties are as given below:

Particulars	Details
Name of the Lessor	Vakalapudi Suryakumari and Vakalapudi Srinivasa Rao
Name of the Lessee	Teja Engineering Industries Limited
Description of Property	A14, Shantiniketan Society, Dahej Bypass Road, Shrawan Chowk, Bharuch – 392001
Date of agreement	October 17 th , 2023
Duration of Agreement	June 01, 2023 to May 30, 2026
Rent Amount	₹ 72,000/- Per Month
Usage	Register Office
Area (Approx)	1080 Sq. Mtrs

Particulars	Details
Name of the Lessor	Surya Instruments and Calibration Proprietor Vakalapudi Suryakumari
Name of the Lessee	Teja Engineering Industries Limited
Description of Property	Plot No. 817, located in the Palej Industrial Estate/Area, comprises Revenue Survey No. 101/P within the village limits of Palej Taluka, Bharuch District, Bharuch
Date of agreement	October 17 th , 2023
Duration of Agreement	June 01, 2023 to May 30, 2026
Rent Amount	₹ 50,000/- Per Month
Usage	Commercial Purpose
Area (Approx)	1080 Sq. Mtrs

Particulars	Details
Name of the Lessor	Teja Engineering Services Proprietor Vakalapudi Srinivasa Rao
Name of the Lessee	Teja Engineering Industries Limited
Description of Property	Plot No. 818, located in the Palej Industrial Estate/Area, comprises Revenue Survey No. 101/P within the village limits of Palej Taluka, Bharuch District, Bharuch
Date of agreement	October 17 th , 2023
Duration of Agreement	June 01, 2023 to May 30, 2026
Rent Amount	₹ 50,000/- Per Month
Usage	Commercial Purpose
Area (Approx)	1000 Sq. Mtrs

INTELLECTUAL PROPERTY

As of the date of this Draft Prospectus, we have applied for three trademarks under different classes, which are yet to be allocated to our company. For further details, please refer to the chapter titled “Government and Other Statutory Approvals” under the at Point No. VI of “Trade Mark” on Page No. 181 of this Draft Prospectus.

CORPORATE SOCIAL RESPONSIBILITY (“CSR”)

In terms of section 135 and Schedule VII of the Companies Act, 2013, our Board of Directors have constituted CSR Committee, which has developed a CSR policy by way of which our Company will strive to meet our commitment towards the community by committing our resources and energies to social development. Our focus areas include education, environment, health and sports promotion.

INSURANCE

We maintain insurance policies to cover risks related to our employees and vehicles in accordance with the terms of our contracts/ projects and best industry practices. Our insurance policies include Workman Compensation Insurance and Group Accident and Health Insurance Policies and contractor plants and machinery policy. Further, we have taken Vehicle insurance policies to insure our vehicles. We believe that we maintain all material insurance policies that are customary for companies operating in similar businesses and as required under the work contract. We believe that our insurance policies insure us against various probability that may cause injury and loss of life, damage and destruction of property, equipment and environmental damage, professional indemnity. However, our insurance coverage may not adequately protect us against all material hazards as the policies may not be sufficient to cover all our economic losses. Please see “Risk Factors - Our insurance coverage may not be sufficient or may not adequately protect us against all or any hazards, which may adversely affect our business, results of operations and financial condition” on page no. 24 in this Draft Prospectus.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from various legislations including rules and regulations promulgated by regulatory bodies and the bye laws of the respective local authorities and publications available in the public domain. The description below may not be exhaustive and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and our Company or the Lead Manager are under no obligation to update the same.

The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page no. 179 of this Draft Prospectus. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.

Following is an overview of some of the important laws and regulations, which are relevant to our business. Key Regulations and Policies

LAWS IN RELATION TO OUR BUSINESS

The Micro, Small and Medium Enterprises Development Act, 2006 (the “MSME Act”)

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”) In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

The Factories Act, 1948 (“Factories Act”)

The term ‘factory’, as defined under the Factories Act includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workers are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. Each State Government has rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories.

The Factories Act requires the ‘occupier’ of a factory to ensure, so far as reasonably practicable, the health, safety and welfare of all workers in the factory premises. Further, the “occupier” of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers’ health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

Explosive Act, 1884

The Explosives Act (and rules made thereunder) is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives and empowers the Central Government to make rules for regulation or prohibition of certain activities in relation to specified class of explosives. As per the definition of ‘explosives’ under the Explosives Act, any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect shall fall under the Explosives Act. The Central

Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosive Rules, 2008 in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives. Persons lawfully involved in these activities are required to obtain a license from the appropriate authority in terms of provisions of the Explosives Act.

The Gas Cylinder Rules, 2016

These rules apply to all activities involving the manufacture, filling, transport, storage, handling, and use of gas cylinders containing various gases. (1) No person shall fill any cylinder with any compressed gas or import, possess or transport any cylinder so filled or intended to be filled with such gas unless, (a) such cylinder and its valve have been constructed to a type and standard specified in Schedule I as amended from time to time by an order issued by Chief Controller; (b) the test and inspection certificates issued by the inspecting authority in respect of cylinder and its valve are made available to the Chief Controller and prior approval of the said authority is obtained.

Static and Mobile Pressure Vessels (Unfired) Rules, 2016

The Static and Mobile Pressure Vessels (Unfired) Rules 2016 ("SMPV Rules") Our Company is fully recognized and compliant with the Static and Mobile Pressure Vessels (Unfired) Rules, 2016 ("SMPV Rules"), as established by the Petroleum & Explosives Safety Organisation (PESO), Ministry of Commerce & Industry, Government of India. The SMPV Rules regulate the manufacture, filling, delivery, import, modification and repair of pressure vessels. Under the SMPV Rules, licenses are required to be obtained for storage and transportation of compressed gas in any vessel. The SMPV Rules also prescribe conditions under which the licenses granted under the SMPV Rules can be amended, renewed, suspended or cancelled.

TAXATION LAWS

Income Tax Act, 1961

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.

The Central Goods and Services Tax Act, 2017 (the "GST Act")

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 center 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 center 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.

The Gujarat State Tax on Professions Traders, Callings and Employments Rules, 1976

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 tax is charged as per the List II of the Constitution. 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.

LABOUR RELATED LAWS

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPFA") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPFA provides for the institution of provident funds and pension funds for employees in establishments where more than 20 persons are employed, and factories specified in Schedule I of the EPFA. Under the EPFA, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPFA also prescribes penalties for avoiding payments required to be made under the abovementioned schemes. The Act is administered by the Government of India through the Employees' Provident Fund Organization (EPFO). The following three schemes have been framed under the Act by the Central Government:

- a. Employees' Provident Fund Schemes, 1952;
- b. Employees' Pension Scheme, 1995; and
- c. Employees' Deposit-Linked Insurance Scheme, 1976

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees' Compensation Act, 1923

The Employees' Compensation Act, 1923 ("EC Act") has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The EC Act makes every employer liable to pay compensation in accordance with the EC Act if a personal injury/disablement/ loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹ 50,000/-.

Maternity Benefit Act, 1961

The purpose of Maternity Benefit Act, 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period before and after child birth. It provides, inter-alia, for payment of maternity benefits, medical bonus and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention of discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

The Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 ("PB Act") is applicable to every factory and every other establishment employing 20 (twenty) or more persons. According to the provisions of the PB Act, every employer shall be bound to pay to every employee in respect of the accounting year minimum and maximum bonus and linking the payment of bonus with the production and productivity.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 ("PG Act") applies to every factory and shop or establishment in which 10 (ten) or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

- a. On his/her superannuation;
- b. On his/her retirement or resignation;
- c. On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 (five) years does not apply).

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 ("PW Act") is applicable to the payment of wages to persons in factories and other establishments. PW Act ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MW Act") came in to force with the objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MW Act, the appropriate government is authorized to fix the minimum wages to be paid to the persons employed in scheduled or non-scheduled employment. Every employer is required to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to the MW Act, in respect of which minimum rates of wages have been fixed or revised under the MW Act.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provide that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights include but is not limited to the following enactments:

- The Trade Marks Act, 1999

Trademarks Act, 1999

The Trademarks Act, 1999 (the "Trademarks Act") 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 for commercial purposes as a trade description. The Trademarks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

Companies Act, 2013

The Companies Act, 2013 ("Companies 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 Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial, and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

Competition Act, 2002

The Competition Act, 2002 ("Competition Act") aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anticompetitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("Competition Commission") which became operational from May 20, 2009, has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising, or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

Indian Contract Act, 1872

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act."). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognizes several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses. herein above, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. 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.

Negotiable Instruments Act, 1881

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dishonored on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

Information Technology Act, 2000

The Information Technology Act, 2000 (also known as ITA-2000, or the IT Act) is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce. Secondary or subordinate legislation to the IT Act includes the Intermediary Guidelines Rules 2011 and the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rule, 2021. The laws apply to the whole of India.

The Act provides a legal framework for electronic governance by giving recognition to electronic records and digital signatures. It also defines cyber-crimes and prescribes penalties for them. If a crime involves a computer or network located in India, persons of other nationalities can also be indicted under the law. The Act directed the formation of a Controller of Certifying Authorities to regulate the issuance of digital signatures. It also established a Cyber Appellate Tribunal to resolve disputes arising from this new law.

The Registration Act, 1908 (“Registration Act”)

The Registration Act, 1908 (“Registration Act”) 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 Indian Stamp Act, 1899 (“Stamp Act”)

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 other 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.

ENVIRONMENTAL LAWS**The Environment (Protection) Act, 1986 (“EPA”)**

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

OTHER LAWS**Foreign Exchange Management Act, 1999 (“FEMA”)**

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such

manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

The Foreign Trade (Development & Regulation) Act, 1992 The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto.

Foreign Direct Investment Policy, 2020

With the intent and objective of the Government of India to attract and promote foreign direct investment in order to supplement domestic capital, technology and skills, for accelerated economic growth. The Government of India has put in place a policy framework on Foreign Direct Investment, which is transparent, predictable and easily comprehensible. This framework is embodied in the Circular on Consolidated FDI Policy, which may be updated every year, to capture and keep pace with the regulatory changes, effected in the interregnum. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through press notes/press releases which are notified by the RBI as amendments to the FEMA Regulations. These notifications take effect from the date of issue of press notes/ press releases, unless specified otherwise therein. In case of any conflict, the relevant FEMA Notification will prevail. The procedural instructions are issued by the RBI vide A.P. (DIR Series) Circulars. The regulatory framework, over a period of time, thus, consists of Acts, Regulations, Press Notes, Press Releases, Clarifications, etc. In addition to the above, our Company is also required to comply with the provisions of the SEBI regulations and rules framed thereunder, and other applicable statutes enacted by the Government of India or relevant state governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as “Teja Engineering Industries Private Limited”, a private limited company under the Companies Act, 2013 vide Certificate of Incorporation date April 17, 2023 bearing Corporate Identification Number U33122GJ2023PTC140188 issued by Registrar of Companies, Central Registration Centre. Subsequently our company converted into public limited Company, pursuant to a special resolution passed by the shareholders of our company at the Extra Ordinary General Meeting held on September 09, 2023 and consequently the name of our Company was changed to “Teja Engineering Industries Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, ROC Ahmedabad dated September 19, 2023. The Corporate Identification Number of our Company is U33122GJ2023PLC140188.

Business and Management

For a description of our activities, services, technology, the growth of our Company and regional geographical segment in which our Company operates, please refer to chapters titled “Business Overview”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages no.92, 81, and 163 of this Draft Prospectus, respectively. For details of the management and managerial competence of our Company, please refer chapter titled “Our Management” on page no. 121 of this Draft Prospectus.

Changes in the Registered Office

Company has not changed its Registered office since Incorporation.

Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. To Carry on in India or abroad the business as all types of engineering works, fore coding jobs like all types of CNG system related electrical, instrumentation, mechanical and office works cash handling etc. along with Erection and commissioning and Operation and Maintenance and overhauling of CNG and of all types and models of reciprocating air and Natural Gas Compressor and CNG compressors ,Annual maintenance contracts (AMC) & O&M Natural Gas Compressor Projects, and maintenance of CNG high pressure pipe lines of rotary equipment like Cooling Towers, Blow down Pumps, Centrifugal Pumps, Heat Exchangers, and Radiators, air compressors, GLC compressors, and CNG Mother stations and Gas based Power Projects, etc. and any other ancillary.
2. To purchase, acquire and takeover the Proprietorship Business now carried on under name and style of TEJA ENGINEERING SERVICES (PAN: AEKPR5297L SOLE PROPRIETOR - SRINIVASARAO VAKALAPUDI) with / without all the assets and liabilities, stock-in-trade, plant and machineries etc. of that business in connection therewith and with a view thereto to enter into the agreement and to carry on all such business as done by the above said firm.
3. To buy, acquire, takeover, purchase, merge and joint venture with proprietorship, partnership or LLP Firm or company having similar business for business growth and expansion.

Amendments to the Memorandum of Association

The following changes have been made in the Memorandum of Association of our Company since its inception:

Change in Name Clause

Sr. No.	Date of passing of Resolution	Type of Meeting	Particulars
1.	September 09, 2023	Extra Ordinary General Meeting	Pursuant to Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company has been changed from ‘Teja Engineering Industries Private Limited’ to ‘Teja Engineering Industries Limited’.

Change in Object Clause

Sr. No.	Date of passing of Resolution	Type of Meeting	Particulars
1	May 30, 2023	Extra Ordinary General Meeting	Main object the Company was altered as follows- 1. To Carry on in India or abroad the business as all types of engineering works, fore coding jobs like all types of CNG system related electrical, instrumentation, mechanical and office works cash handling etc. along with Erection and commissioning and Operation and Maintenance an overhauling of CNG and of all types and models of reciprocating air and Natural Gas Compressor and CNG compressors, Annual maintenance contracts (AMC) & O&M Natural Gas Compressor Projects, and maintenance of CNG high pressure pipe lines of rotary equipment like Cooling Towers, Blow down Pumps, Centrifugal Pumps, Heat Exchangers, and Radiators, air compressors, GLC compressors, and CNG Mother stations and Gas based Power Projects, etc. and any other ancillary. 2. To purchase, acquire and takeover the Proprietorship Business now carried on under name and style of TEJA ENGINEERING SERVICES (PAN: AEKPR5297L SOLE PROPRIETOR -SRINIVASARAO VAKALAPUDI) with / without all the assets and liabilities, stock-in-trade, plant and machineries etc. of that business in connection therewith and with a view thereto to enter into the agreement and to carry on all such business as done by the above said firm. 3. To buy, acquire, takeover, purchase, merge and joint venture with proprietorship, partnership or LLP Firm or company having similar business for business growth and expansion.

Change in Capital

Sr. No.	Date of passing of Resolution	Type of Meeting	Particulars
1.	On Incorporation (April 17, 2023)	-	The authorized capital of our company on incorporation comprised of ₹15,00,000/- consisting of 1,50,000 Equity shares of ₹10 each
2.	May 30, 2023	Extra Ordinary General Meeting	Increase in Authorized Share Capital from ₹15,00,000/- consisting of 1,50,000 Equity Shares of face value of ₹ 10.00/- each increased to ₹ 6,00,00,000/- consisting of 60,00,000 Equity Shares of face value of ₹ 10.00/- each.
3.	October 04, 2023	Extra Ordinary General Meeting	Increase in Authorized Share Capital from ₹6,00,00,000/- consisting of 60,00,000 Equity Shares of face value of ₹ 10.00/- each increased to ₹ 6,50,00,000/- consisting of 65,00,000 Equity Shares of face value of ₹ 10.00/- each.

Major events and milestones of our Company

The table below sets forth some of the key events in the history of our Company:

Year	Events
	Our Company was incorporation as private limited company under the name “Teja Engineering Industries Private Limited”.
	Avail PESO certification under the SMPV (U) Rules, 2016.

Year	Events
2023	Acquisition of sole proprietorship concerns of Srinivasarao Vakalapudi, Managing Director of our Company named Teja Engineering Services through a business transfer Agreement dated July 17, 2023.
	Our Company was converted into Public Limited Company under the name of “Teja Engineering Industries Limited”.

Awards and Accreditations

As of the date of this Draft Prospectus, our Company has not received any awards or accreditations.

Significant financial and strategic partnerships

As of the date of this Draft Prospectus, our Company does not have any significant financial or strategic partnerships.

Time/cost overrun

There has been no time or cost over-run in respect of our business operations.

Launch of key products or services, entry into new geographies or exit from existing

For details of key services launched by our Company, entry into new geographies or exit from existing markets, see "*Business Overview*" on page no. 92 of this Draft Prospectus.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There have been no instances of rescheduling/ restructuring of borrowings with financial institutions/ banks in respect of our current borrowings from lenders.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years.

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation.

Lock Outs and Strikes

There have been no lock-outs or strikes in our Company since inception.

Holding company

As of the date of this Draft Prospectus, our Company does not have a holding company.

Our Subsidiaries

As of the date of this Draft Prospectus, our Company does not have any Subsidiaries.

Joint Venture of our Company

As on the date of this Draft Prospectus, our Company does not have any Joint Ventures.

OUR MANAGEMENT

Our Company currently has 5 (Five) Director, out of which two (2) are Executive Directors, one (1) is Non-Executive Director, two (2) are Non- Executive Independent Director.

BOARD OF DIRECTORS

The Following table sets forth details regarding the Board of Directors as of the date of this Draft Prospectus:

Name, Father's Name, Address, Date of Birth, Age, Designation, Status, DIN, Occupation and Nationality, Term, original Date of appointment	Other Directorships
Name: Srinivasarao Vakalapudi Father's Name: Vsurya Rao Address: B-53, Navjeevan Society, Dahej Bypass Road B/h V.D Township, Bharuch, Gujarat-392001 Date of Birth: March 08, 1969 Age: 56 Years Designation: Chairman & Managing Director Status: Executive Director DIN: 10116216 Occupation: Business Nationality: Indian Term: Five (5) years w.e.f. October 04, 2023 to October 03, 2028 Appointed as Managing Director on October 04, 2023 Original Date of Appointment: Since incorporation i.e April 17, 2023	Indian- 1. Surya Instruments & Calibration Private Limited Foreign-Nil
Name: Suryakumari Vakalapudi Father's Name: Tarakam Gulusu Rama Address: B-53, Navjeevan Society, Dahej Bypass Road, B/h V. D. Township, Bharuch, Gujarat-392001, India Date of Birth: November 23, 1978 Age : 46 Years Designation: Whole-time Director Status: Executive Director DIN: 10116215 Occupation: Business Nationality: Indian Term: Five (5) years w.e.f. October 04, 2023 to October 03, 2028 Appointed as Whole-time Director on October 04, 2023 Original Date of Appointment: Since incorporation i.e April 17, 2023	Indian- 1. Surya Instruments & Calibration Private Limited Foreign-Nil
Name: Vidiyala Navya Vasantha Lakshmi Father's Name: Vidiyala Harinadh Address: 7-28, Kaldhari, West Godavari, Andhra Pradesh-534329, India Date of Birth: June 28, 1996 Age: 28 Years Designation: Director Status: Non- Executive Director DIN: 10404703 Occupation: Professional Nationality: India Term: Appointed as Non-Executive Director w.e.f. January 20, 2024, Liable to retire by Rotation Date of Appointment: November 24, 2023 as an Additional Non-executive Director	Nil
Name: Josna Pamula Father's Name: Wilson Mundru Address: A-4, Mangal Thirth Society, Dahej By pass Road, Bharuch, Gujarat-392001, India Date of Birth: May 09, 1987 Age: 37 Years	Nil

Designation: Independent Director Status: Non- Executive Director DIN: 10311967 Occupation: Professional Nationality: India Term: Appointed as Non-Executive Independent Director w.e.f. September 09, 2023 to September 08, 2028 Original Date of Appointment: September 09, 2023 as an Additional Non-executive Independent Director	
Name: Mehul Hingu Father's Name: N K H Darji Address: 207, Rang heights, Near Vraj vihar, Bholav, Narmada Nagar, Bharuch, Gujarat-392015, India Date of Birth: July 03, 1984 Age: 40 Years Designation: Independent Director Status: Non- Executive Director DIN: 10404685 Occupation: Professional Nationality: India Term: Appointed as Non-Executive Independent Director w.e.f. November 24, 2023 to November 23, 2028 Original Date of Appointment: November 24, 2023 as an Additional Non-executive Independent Director	Indian- 1. H S India Limited 2. Broach Lifecare Hospital Limited 3. Abril Paper tech Limited Foreign-Nil

Confirmations

As on date of this Draft Prospectus

- A. None of the Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.
- B. None of the Directors are on the RBI List of willful defaulters.
- C. None of the Directors are/ were directors of any listed entity whose shares were delisted from any Stock Exchange(s).
- D. Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.
- E. None of the Directors are fugitive economic offender.

Family Relationship between the Directors

None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013 except Srinivasarao Vakalapudi, Managing Director and Suryakumari Vakalapudi, whole-time Director who are husband and wife.

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 Prospectus.

Service Contracts

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel are entitled to any benefits upon termination of employment.

Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Act authorizes the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a special resolution passed at the Extra-ordinary General Meeting held on October 04, 2023 in accordance with Section 180(1)(c) of the Act authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's bankers) shall not exceed ₹100.00 Crores.

Brief Profiles of Our Directors

Srinivasarao Vakalapudi, aged 56 years is the Chairman, Managing Director & promoter of our Company. He completed Diploma in Mechanical Engineering from Board of Technical Examination, Department of Technical education, Government of Karnataka in the Year 1991. Mr. Vakalapudi has been integral to the company since its inception i.e. April 17, 2023, bringing over 32 years of work experience, in the Oil & gas Sector and in the engineering works. He has worked with Brilliant industries Limited, Kurnool, Andhra Pradesh as a supervisor from September 02, 1992 to June 30, 1997, Indian Rayon & Industries Limited, Veraval, Gujarat as an Assistant Superintendent (Mechanical) for the period of July 05, 1997 to July 12, 2000. Thereafter, with his strategic acumen, the skill and efficiency in operations, in-depth industry knowledge, he founded his own Proprietorship firm Teja engineering Services in the year 2002. He has been actively involved in the day-to-day operations of the Company and is currently overseeing and controlling overall commercial operations of the Company including but not limited to formulating business strategies for business development, finance related decisions, he ensures Streamlining processes that lead to increased efficiency and reduced costs and Implements marketing strategies that expands market share and strengthened brand recognition in the industry.

Suryakumari Vakalapudi, aged 46 Years, is a Promoter & whole-time Director of our company. She is Matriculated from Karnataka Secondary Education examination Board in the Year 1996. She is associated with the Company since April 17, 2023. She has working experience of 5 years. She owns Proprietorship firm M/s. Surya instruments and Calibration since August 26, 2019. At present as an Executive Director, she provides guidance for preparing annual operating plan for our organization, execute and implement the strategy and business plan in accordance with decision of board of Directors.

Vidiyala Navya Vasantha Lakshmi, aged 28 years, is a Non – Executive Director on the board of the company. She has completed her Bachelor of technology (Computer science and engineering) degree from Jawaharlal Nehru Technological University Kakinada in the Year 2018. She is associated with the Company since November 24, 2023. Prior to Joining our company as a Non-executive Director, She has worked with Aptroid Consulting (India) Private Limited from July, 2022 to March, 2023. She has a working experience of 2 Years. Her appointment in Our Company shall be helpful in identifying new areas of operations and shall keep us abreast of latest innovations in the industry. Her skills and knowledge will work dynamically towards the growth of organization.

Josna Pamula aged 37 years, is a Non- Executive Independent Director on board of the company. She has completed her Bachelor of arts & Master of arts (Social work) degree in the year 2007 & 2009 respectively from Andhra University, Visakhapatnam, Andhra Pradesh. After completion of her studies, She has been involved in the Projects activity related to NGOs. She has been appointed on the board on September 09, 2023. She owns a proprietorship firm M/s. V7 Womens wear since January 07, 2023. And having an experience of 2 years in the Business. Her expertise lies in project management from planning to execution work. She advises administrative duties and labour relations within our organization. Her major role in the company is as an advisor to the Board and assist in bringing an independent judgement to bear on the Boards deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

Mehul Hingu, aged 40 years, is a Non- Executive Independent director on the board of the company. He holds degree of Bachelor of Commerce from Hemchandracharya North Gujarat University in the Year 2004. He is having more than 18 years of Professional experience. Prior to his role as an Independent Director, he has served at Excalibur health care Private Limited from April, 2022 to March, 2024, K.K. Haryani & Co. (Chartered accountants) from September, 2006 to October, 2011, handled accounts related work and served as an Accounts Manager at KGPS Mechanical Private Limited from November, 2011 to September, 2021. He is currently holding position of Independent Director at H S India Limited since September 11, 2024 & at Broach Lifecare Hospital Limited since December 09, 2023. He is having expertise in finance and accounting, auditing

and handling accounting software. His experience in assisting the Company will always be source of better compliance for our Company. His major role in the company is as an advisor to the Board and assist in bringing an independent judgement to bear on the Boards deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

Compensation of Managing Directors

Terms and conditions of employment of our Managing Director:

Srinivasarao Vakalapudi has been appointed as Managing Director of our Company in the Extra-ordinary General Meeting of the company held on October 04, 2023 for a period of Five years commencing w.e.f. October 04, 2023 to October 03, 2028.

The remuneration payable is as follows:

Name	Srinivasarao Vakalapudi
Date of Resolution*	October 04, 2023
Period	w.e.f. October 04, 2023 to October 03, 2028
Salary	Rs. 2,00,000/- per month
Remuneration paid in FY 2023-24	Rs. 3,00,000

*All other terms and conditions as mentioned in the Appointed letter may be inspected at the Registered Office between 10:00 a.m. and 05:00 p.m. (IST) on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

Terms and conditions of employment of our Whole-time Director:

Suryakumari Vakalapudi has been appointed as Managing Director of our Company in the Extra-ordinary General Meeting of the company held on October 04, 2023 for a period of Five years commencing w.e.f. October 04, 2023 to October 03, 2028.

The remuneration payable is as follows:

Name	Suryakumari Vakalapudi
Date of Resolution*	October 04, 2023
Period	w.e.f. October 04, 2023 to October 03, 2028
Salary	Rs. 1,00,000/- per month
Remuneration paid in FY 2023-24	Rs. 1,50,000

*All other terms and conditions as mentioned in the Appointed letter Smay be inspected at the Registered Office between 10:00 a.m. and 05:00 p.m. (IST) on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

Payment or benefit to Independent Directors of our Company

We have not paid any sitting fees to our Independent Directors till the date of this Draft Prospectus.

Shareholding of Directors in our Company

The details of the shareholding of our directors as on the date of this Draft Prospectus are as follows:

Sr. No.	Name of the Directors	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Srinivasarao Vakalapudi	43,09,800	91.32
2.	Suryakumari Vakalapudi	440	0.01
3.	Vidiyala Navya Vasantha Lakshmi	10	Negligible
Total		43,10,250	91.33

Interests of our Directors

Our all-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 promoter 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 no.124 of this Draft Prospectus.

Other than our promoter directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business

Except as stated in the chapter “*Business Overview*” on page no. 92 of this Draft Prospectus and in the chapter “*Restated Financial Statement*” on page no.136 none of our directors have any interest in the property proposed to be acquired by our Company

Except as disclosed in the section titled in “*Restated Financial Statements*” on page 136, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

For details with respect to loan to directors, please refer to chapter titled “*Restated Financial Statement*” on page 136 of this Draft Prospectus.

Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

Bonus or profit-sharing plan for the Directors

None of the Directors are party to any bonus or profit-sharing plan of our Company.

Changes in our Company’s Board of Directors during the last three (3) years

Following are the changes in the Board of Directors during the last three (3) years-

Name of Directors	Date of Appointment	Date of Change in Designation / Cessation	Reasons for changes in the Board
Srinivasarao Vakalapudi	April 17, 2023		Appointed as Executive Director Since Incorporation
Suryakumari Vakalapudi	April 17, 2023		Appointed as Executive Director Since Incorporation
Josna Pamula	September 09, 2023	-	Appointed as Additional Non-executive Independent Director
Srinivasarao Vakalapudi	-	October 04, 2023	Appointed as Managing Director
Suryakumari Vakalapudi	-	October 04, 2023	Appointed as Whole-time Director
Vidiyala Navya Vasantha	November 24, 2023	-	Appointed as Additional Non-

Name of Directors	Date of Appointment	Date of Change in Designation / Cessation	Reasons for changes in the Board
Lakshmi			executive Director
Mehul Hingu	November 24, 2023	-	Appointed as Additional Non-executive Independent Director
Josna Pamula	-	January 20, 2024	Appointed as Non-executive Independent Director
Vidiyala Navya Vasantha Lakshmi	-	January 20, 2024	Appointed as Non-executive Director
Mehul Hingu	-	January 20, 2024	Appointed as Non-executive Independent Director

Corporate Governance

In additions to the applicable provisions of the Companies Act, 2013, with respect to the Corporate Governance, provisions of the SEBI Listing Regulations except Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and Para C, D, and E of Schedule will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges.

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 January 23, 2025 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 following members.

Name of the Director	Nature of Directorship	Position in Committee
Mehul Hingu	Independent Director	Chairman
Josna Pamula	Independent Director	Member
Srinivasarao Vakalapudi	Managing Director & Chairman	Member

The Company Secretary of our Company shall act as a 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 the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - 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;
 - changes, if any, in accounting policies and practices and reasons for the same;

- c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. 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;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. 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;
 16. 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;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

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; and
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

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 January 23, 2025. The constituted Stakeholders Relationship Committee comprises the following members:

Name of the Director	Nature of Directorship	Position in Committee
Josna Pamula	Independent Director	Chairperson
Suryakumari Vakalapudi	Whole-time Director	Member
Srinivasarao Vakalapudi	Managing Director & Chairman	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

Terms of reference:

The scope of Stakeholders Relationship Committee shall include, but shall not be restricted to, the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. 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 shareholders of the company.

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 January 23, 2025. The Nomination and Remuneration Committee comprises the following members:

Name of the Director	Nature of Directorship	Position in Committee
Mehul Hingu	Independent Director	Chairman
Josna Pamula	Independent Director	Member
Vidyalakshmi Navya Vasantha Lakshmi	Non-executive Director	Member

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:

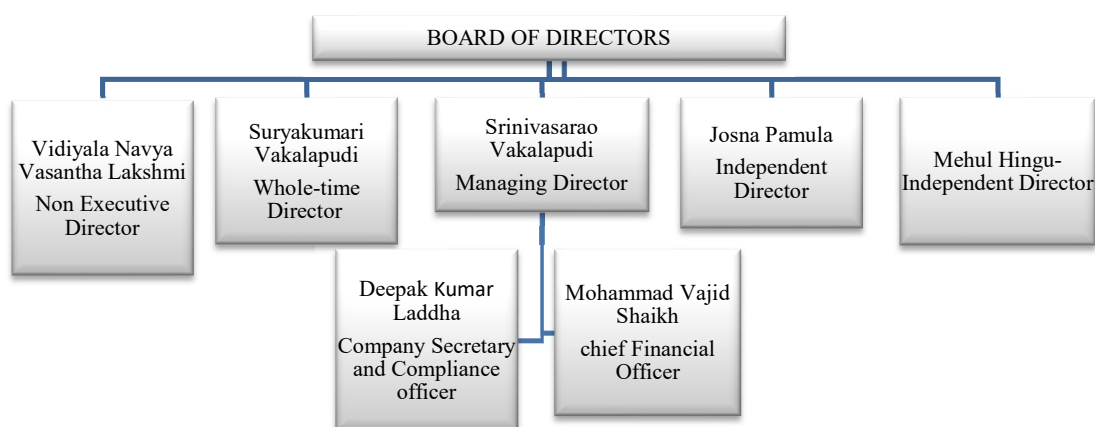
The scope of Nomination and Remuneration Committee shall include, but shall not be restricted to, the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and

- consider the time commitments of the candidates.
- 3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 4. devising a policy on diversity of board of directors;
- 5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 7. recommend to the board, all remuneration, in whatever form, payable to senior management.

Management Organization Structure

The following chart depicts our Management Organization Structure



Key Managerial Personnel and Senior Management Personnel

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company.

Key Managerial Personnel

The Key Managerial Personnel of our Company other than our directors are as follows: -

Name, Designation and Date of Joining	Qualification	Previous Employment	Overall Experience	Remuneration paid in previous year (2023-24) (₹in Lakhs)
Deepak Kumar laddha, Company Secretary and Compliance Officer D.O.J- January 17, 2024	Company Secretary, B. Com	Sheetal Sagar Builders and Developers Private Limited, Mumbai	3 Yrs.	0.63
Mohammad Vajid Shaikh, Chief Financial Officer D.O.J- December 03, 2024	B. Com	S L Patel & Co., Ankleshwar	10 Yrs.	-

For the profile of Srinivasarao Vakalapudi, Managing Director & Suryakumari Vakalapudi, whole-time Director of our company; Please refer chapter titled “Our Management - Brief profiles of our directors” on page no.123 of this Draft Prospectus.

Deepak Kumar laddha, our Company Secretary, completed his Bachelor of Commerce from Maharshi Dayanand Saraswati University, Ajmer, Rajasthan in the year 2014. He is an Associate Member of the Institute of Company Secretaries of India (ICSI) since August 27, 2018. With over 3 years of professional experience, Mr. Laddha has worked with Jyotirgamya Enterprises Limited from August 24, 2020 to August 02, 2021 as compliance officer and Sheetal Sagar Builders and Developers Private Limited as a Company Secretary and Compliance Officer from September 01, 2022 to December 18, 2023 gaining substantial expertise in Company Law compliances and other MCA-related matters. He is associated with our company since January 17, 2024 as a permanent employee of our Company.

Mohammad Vajid Shaikh, is the Chief Financial Officer of our company. He completed degree of Bachelor of Commerce from Maharaja Sayajirao University of Baroda in year 2013. He has more than 10 years of Experience in the finance and accounting. Prior to his appointment in the Company, he had been working with S L Patel & Co., Ankleshwar from September, 2022 to August, 2024 and Shree Ganesh Khand Udhog SML Soc. Vataria, Ankleshwar from August, 2013 to September, 2021. He joined our Company to look after the financial transaction of our Company as a CFO on December 03, 2024 as a permanent employee of our Company.

Relationship amongst the Key Managerial Personnel of our Company

None of Key Managerial Personnel of our Company are related to each other.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Prospectus.

Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company does not have a profit-sharing plan for the Key Management Personnel.

Shareholding of Key Management Personnel and Senior Management Personnel in our Company

For Shareholding of Key Management Personnel, who are directors also, Please refer chapter titled “Our Management - Shareholding of Directors in our Company” on page 124 of this Draft Prospectus.

Except as stated above, No Key Managerial Personnel & Senior Management Personnel holds any Equity Shares in our Company as on the date of filing of this Draft Prospectus.

For further details, please refer to section titled “*Capital Structure*” beginning on page no. 50 of this Draft Prospectus

Changes in Our Company’s Key Managerial Personnel and Senior Management Personnel during the last three (3) years

Name of KMP	Designation	Date of Event	Reason
Deepak Kumar laddha	Company Secretary and Compliance Officer	January 17, 2024	Appointed as Company Secretary and Compliance Officer
Mohammad Vajid Shaikh	Chief Financial Officer	December 03, 2024	Appointed as Chief Financial Officer

For details with respect to the Changes in directors who are KMP, please refer to section titled “Changes in our Company’s Board of Directors during the last three (3) years” on page no. 125 of this Draft Prospectus.

Interest of Key Managerial Personnel and Senior Management Personnel

Except as disclosed in this Draft 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 Scheme or Employee Stock Purchase Scheme or Stock Appreciation Rights Scheme

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Prospectus.

Payment of Benefits to of Our Key Managerial Personnel and Senior Management Personnel (*non-salary related*)

Except as disclosed in this Draft Prospectus other than any statutory payments made by our Company to its KMPs and Senior Management Personnel, 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 no. 136 of this Draft Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are:

	Srinivasarao Vakalapudi aged 55 years, is the Chairman and Managing Director of our company. Date of Birth: March 08, 1969 Personal Address: B-53 Navjeevan Society Dajeh Bypass Road B/h V.D Township Bharuch, Gujarat-392001 Permanent Account Number: AEKPR5297L For further details of his educational qualifications, experience, positions / posts held in the past, directorships held and special achievements please refer chapter titled “Our Management” beginning on page no. 123 of this Draft Prospectus.
	Suryakumari Vakalapudi aged 46 Years, is the Whole Time Director of our company. Date of Birth: November 23, 1978 Personal Address: B-53 Navjeevan Society Dajeh Bypass Road B/h V.D Township Bharuch, Gujarat-392001 Permanent Account Number: ACIPV0181B For further details of her educational qualifications, experience, positions / posts held in the past, directorships held and special achievements please refer chapter titled “Our Management” beginning on page no. 123 of this Draft Prospectus.

*For details of the build-up of our Promoters’ shareholding in our Company, please see “**Capital Structure – Shareholding of our Promoters**” beginning on page no. 54 of this Draft Prospectus.*

Confirmations

We confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card and Driving License of our Promoters will be submitted to the Stock Exchange at the time of filing the Draft Prospectus with the Stock Exchange.

Further, our Promoters has confirmed that they have not been declared as willful defaulters or Fraudulent Borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.

Additionally, none of the Promoters have been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities.

Other ventures of Promoters

Save and except as disclosed in this section titled “our promoter and Promoter Group”, there are no ventures promoted by our promoters in which they have any business interest or any other interest as on the date.

Change in the management and control of the Issuer

Our Promoters are the original Promoters of our Company and there has been no change in the control of our Company from the inception of the company.

Relationship of Promoters with our directors

None of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013, Except as under:

Srinivasarao Vakalapudi, Promoter & Managing Director of our Company is a husband of Suryakumari Vakalapudi, Promoter & Whole Time Director of the Company.

Suryakumari Vakalapudi, Promoter & Whole Time Director of our company is and Wife of Srinivasarao Vakalapudi, Promoter & Managing Director of the Company.

Interest of Promoters

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their shareholdings, Managing Director in our Company and the shareholding of their relatives in our Company and the dividend declared and due, if any, and employment related benefits, if any paid by our Company. For further details, please refer chapters titled "*Capital Structure*" and "*Our Management*" beginning on pages no. 50 and 121, respectively of this Draft Prospectus. For further details, please refer chapters titled "*Capital Structure - Shareholding of our Promoter and Promoter Group*" beginning on page no. 54 and "*Restated Financial Statements*" on page 136, respectively of this Draft Prospectus.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested as a member or proprietor or partner, in cash or shares or otherwise by any person either to induce our Promoters to become, or qualify him as a director, or otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Interest in the properties of our Company

Our Promoters and members of Promoter Group do not have any interest in any property acquired by or proposed to be acquired by our Company during a period of three years prior to filing of the Draft Prospectus.

Interest as members of our Company

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled "*Capital Structure*" beginning on page no. 50 of this Draft Prospectus.

No sum has been paid or agreed to be paid to our Promoters and they are not interested as members of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Other Interest

Our Promoters are not interested in any transaction for acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Payment of benefits to our Promoters

Except as stated in the *Annexure-29 "Related Party Transactions"* on page no. 160 there has been no payment of benefits to our Promoters during the two years preceding the filing of this Draft Prospectus.

Guarantees

Except as stated in the section titled "*Restated Financial Statements*" beginning on page no. 136 of this Draft Prospectus, respectively, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

Details of Companies / Firms from which our Promoters have disassociated

Our Promoters have not disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Prospectus.

Our Promoter Group

Our Promoter Group in terms of Regulation and 2(1) (pp) of the SEBI ICDR Regulations, 2018. In addition to our Promoters named above, the following individuals and entities form a part of the Promoter Group:

A. Individual persons who are part of our Promoter Group

Promoters Srinivasarao Vakalapudi, Suryakumari Vakalpudi

Promoter	Srinivasarao Vakalapudi	Suryakumari Vakalapudi
Father	Late Vakalapudi Surya Rao	Late Ram Tarakam
Mother	Vakalapudi Tulasi Ratnam	Late Nirmala
Spouse	Suryakumari Vakalapudi	Srinivasa Rao Vakalapudi
Brother	Vakalapudi Koteswara Rao	Vasudeva Rao
	Vakalapudi Ramu	-
Sister	-	-
Son	-	-
	-	-
Daughter	Vakalapudi Tejaswi	Vakalapudi Tejaswi
	Vakalapudi Amulya	Vakalapudi Amulya
Spouse's Father	Late Ram Tarakam	Late Vakalapudi Surya Rao
Spouse's Mother	Late Nirmala	Vakalapudi Tulasi Ratnam
Spouse's Brother	Vasudeva Rao	Vakalapudi Koteswara Rao,
		Vakalapudi Ramu
Spouse's Sister	-	-

Companies, Proprietary concerns, HUF's related to our promoters

Nature of Relationship	Entity
Anybody corporate in which twenty per cent. or more of the equity share capital is held by the promoters or an immediate relative of the promoters or a firm or Hindu Undivided Family in which the promoters or any one or more of their relative is a member	Surya Instruments & Calibration Private Limited
Anybody corporate in which a body corporate as provided in above holds twenty per cent. or more, of the equity share capital; and	-
Any Hindu Undivided Family or firm in which the aggregate share of the promoters and their relatives is equal to or more than twenty per cent. of the total capital;	

For further details on our Promoter Group refer Chapter Titled “Financial Information of our Group Companies” beginning on page no.182 of this Draft Prospectus.

DIVIDEND POLICY

As on the date of this Draft Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our contractual obligations, applicable legal restrictions, results of operations, financial condition, revenues, profits, over financial condition, capital requirements and business prospects.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, see “*Financial Indebtedness*” on page no. 170 of this Draft Prospectus. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

The Company has not declared and paid any dividends on the Equity Shares during the last three Financial Years preceding the filing of this Draft Prospectus.

Section VI – Financial Information
Restated Financial Information

Independent Auditor’s Examination Report on Restated Standalone Financial Information of Teja Engineering Industries Limited.

To,
The Board of Directors,
Teja Engineering Industries Limited

Dear Sirs,

1. We have examined the attached Restated Financial Information of **Teja Engineering Industries Limited**, comprising the Restated Assets and Liabilities as at March 31, 2022, March 31, 2023, June 30, 2023, 31 March 2024, and 30 December 2024 the Restated Statements of Profit and Loss (including other comprehensive income) for period ended on March 31, 2022, March 31, 2023, June 30, 2023 for 3 (Three) months of financial year ended March 31, 2024, and 31 December 2024 the Restated Statement of changes in Equity, the Restated Cash Flow Statement for the period ended March 31, 2022, March 31, 2023, June 30, 2023, 31 March 2024, and 31 December 2024 the Summary statement of Significant Accounting Policies (Collectively, the “**Restated Financial Information**”) as approved by the Board of Directors of the Company for the purpose of inclusion in the Draft Prospectus, Prospectus, prepared by the company in connection with its proposed Initial Public Offer of equity shares (IPO) prepared in terms of the requirements of
 - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules”);
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and
 - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended from time to time (the “Guidance Note”).
2. The Company’s Board of Directors are responsible for the preparation of Restated Financial Information for the purpose of inclusion in the DRHP, Prospectus to be filled with Securities and Exchange Board of India, NSE/BSE and Registrar of Companies, Ahmedabad, Gujarat in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the company on the basis of preparation stated in notes to the Restated Financial Information. Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. Management also responsible for identifying and ensuring that the Company complies with the Companies Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
 - a. The terms of reference and terms of our engagement agreed upon with the company in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
 - b. The Guidance Note.
 - c. The Guidance Note on reports or certificates for special purposes (Revised 2016), which include the concepts of test checks and materiality. This guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information. This Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
4. This Restated Financial Information have been compiled by the management from the Audited Financial Statements of the company for the financial years / period ended on March 31, 2022; March 31, 2023; June 30, 2023; March 31, 2024 and 31 December 2024 which have been approved by Board of directors. The Financial Statement of the Company for the financials years ended March 31, 2022; March 31, 2023; June 30, 2023; March 31, 2024 and 31 December 2024 has been audited by us as a sole statutory auditor and had issued unqualified reports for these years.

5. Based on our examination, we report that:

- a) The Restated Summary Statement of Assets and Liabilities, of the Company as at March 31, 2022; March 31, 2023; June 30, 2023; March 31, 2024 and 31 December 2024 examined by us, as set out in Annexure 1 to this report, are 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 the Restated Summary Statements as set out in Annexure 4(A) to this Report.
 - b) The Restated Statement of Profit and Loss, of the Company for financial year/ period ended on March 31, 2022; March 31, 2023; June 30, 2023; March 31, 2024 and 31 December, 2024 examined by us, as set out in Annexure 2 to this report 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 the Restated Summary Statements as set out in Annexure 4(A) to this Report.
 - c) The Restated Statement of Cash Flows, of the Company for financial year / period ended on March 31, 2022; March 31, 2023; June 30, 2023; March 31, 2024 and 31 December 2024 examined by us, as set out in Annexure 3 to this report 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 Restated Summary Statements as set out in Annexure 4(A) to this Report.
 - d) Based on the above, according to the information and explanations given to us, we are of opinion that the Restated Financial Information:
 - i. Adjustments for the changes in accounting policies retrospectively in respective financial period / years to reflect the same accounting treatment as per the changed accounting policy for all reporting period if any;
 - ii. Adjustment for any material amounts in the respective financial years / period have been made to which they relate;
 - iii. do not contain any extra-ordinary items that needs to be disclosed separately except as shown in the Restated Financial Information;
 - iv. There are no revaluation reserves, which needs to be disclosed separately in the Restated Financial Statement;
 - v. There are no qualifications in the Audit Report issued by statutory auditors for the financial year / period ended on March 31, 2022; March 31, 2023; June 30, 2023; March 31, 2024 and 31 December 2024 which would require adjustments in this Restated Financial Statement of the Company.
 - vi. The Company has not paid dividend on its equity shares during the reporting period.
6. We have also examined the following Restated financial information of the Company set out in the Annexure as prepared by the management and approved by the Board of Directors of the company for the financial year / period ended March 31, 2022; March 31, 2023; June 30, 2023; March 31, 2024 and 31 December 2024 proposed to be included in the Draft Prospectus / Prospectus ("Offer Document") for the proposed IPO:

Annexure – 4(A): Significant Accounting Policies and Notes to Accounts as restated

Annexure – 4(B): Reconciliation of Restated Profit & Audit Profit

Annexure – 4(C): Reconciliation of Restated Equity / Net-worth

Annexure - 5: Restated Statement of Share Capital

Annexure - 6: Restated Statement of Reserves & Surplus

Annexure - 7: Restated Statement of Long-term Borrowings

Annexure - 8: Restated Statement of Deferred Tax Liabilities (Net)

Annexure – 9: Restated Statement of Short Term Borrowings

Annexure - 10: Restated Statement of Trade Payables

Annexure - 11: Restated Statement of Other Current Liabilities

Annexure - 12: Restated Statement of Short-Term Provisions

Annexure - 13: Restated Statement of Property, Plant and Equipment

Annexure - 14: Restated Statement of Non-current investments

Annexure - 15: Restated Statement of Other Non-Current Assets

Annexure - 16: Restated Statement of WIP & Inventories

Annexure - 17: Restated Statement of Trade Receivables

Annexure - 18: Restated Statement of Cash and Cash Equivalents

Annexure - 19: Restated Statement of Short-Term Loans and Advances

Annexure - 20: Restated Statement of Other Current Assets

Annexure - 21: Restated Statement of Revenue from Operations

Annexure - 22: Restated Statement of Other Income

Annexure - 23: Restated Statement of Cost Of Services & Material Consumed

Annexure - 24: Restated Statement of Employee Benefit Expenses

Annexure - 25: Restated Statement of Finance Cost

Annexure - 26: Restated Statement of Depreciation and Amortization Expense

Annexure - 27: Restated Statement of Other Expenses

Annexure - 28: Restated Statement of Accounting Ratios

Annexure - 29: Restated Statement of Related Party Transactions

Annexure - 30: Restated Statement of Segment Reporting

Annexure - 31: Restated Statement of Capitalization

Annexure - 32: Restated Statement Tax Shelter

According to the information and explanations given to us, in our opinion, the above financial information contained in Annexure 1 to 32 and read along with the Restated Statement of Significant Accounting Policies and Notes as set out in Annexure 4(A) are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI ICDR Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on

individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

7. This report should not in any way be construed as re-issuance or re-dating of any of the previous audit reports issued by us or any other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
9. The company has taken over business of Teja Engineering Services (proprietary concern) w.e.f. 1st July, 2023 as per business purchase agreement and all the assets and liabilities of the proprietary concern as on date of business purchase agreement became assets and liabilities of the company.
10. We, K K Haryani & Co., Chartered Accountants have been subjected to peer review process of the Institute of Chartered Accountant of India (ICAI) and hold a valid peer review certificate No.- 015994 dated 10/11/2023 issued by the "Peer Review Board" of the ICAI.
11. Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For K K Haryani & Co.
Chartered Accountants
Firm Regn No. – 121950W
Sd/-
Kishor K. Haryani
Proprietor
Mem. No. 110780
Bharuch 18th March, 2025
UDIN – 25110780BMHSKF7023

Annexure - 1: Restated Statement of Assets and Liabilities

(Rs. In Lakhs)

Particulars	Annex. No.	Company		(Teja Engineering Services - Business Take-Over)		
		As at 31 st Dec, 2024	As at 31 st March, 2024	As at 30 th June, 2023	As at 31 st March, 2023	As at 31 st March, 2022
I. Equity and Liabilities						
(1) Shareholders' Funds						
(a) Share Capital	5	471.93	451.03	132.36	110.08	98.90
(b) Reserve & Surplus	6	719.75	221.04	293.91	269.86	187.04
(2) Share application money pending allotment		0.00	0.00	0.00	0.00	0.00
(3) Non-current Liabilities						
(a) Long term borrowings	7	9.32	0.00	298.99	263.43	240.01
(b) Deferred tax liabilities (Net)	8	3.19	2.53	0.00	0.00	0.00
(c) Other long term liabilities		0.00	0.00	0.00	0.00	0.00
(d) Long term provisions		0.00	0.00	0.00	0.00	0.00
(d) BTA Control A/c		0.00	0.00	0.00	0.00	0.00
(4) Current Liabilities						
(a) Short term borrowings	9	1,215.06	708.98	490.06	411.01	110.53

(b) Trade payables	10					
(A) Total outstanding dues of micro and small enterprises		83.74	0.00	0.00	0.00	0.00
(B) Total outstanding dues of creditors other than micro and small enterprise		4.95	158.87	100.42	116.48	23.81
(c) Other current liabilities	11	248.50	456.68	273.05	223.58	154.52
(d) Short term provisions	12	87.24	95.92	28.83	31.88	21.03
Total		2843.67	2,095.05	1,617.62	1,426.32	835.83
II. Assets						
(1) Non-current Assets						
(a) Property, Plant and Equipment and Intangible assets						
(i) Building	13	0.00	0.00	63.76	65.39	53.51
(ii) Land		0.00	0.00	0.00	0.00	0.00
(iii)Machines		75.97	4.80	0.00	0.00	70.18
(iv) Vehicles		76.88	62.77	67.21	67.26	43.42
(iii) Furniture and fixtures		18.67	0.99	12.72	13.77	10.02
(iv)Other Assets		4.44	3.64	5.13	4.37	3.68
(b) Non-current investments	14	8.35	7.56	98.98	82.66	88.67
(c) Deferred tax assets (net)		0.00	0.00	0.00	0.00	0.00
(d) Long term loans and advances		0.00	0.00	0.00	0.00	0.00
(e) Other non-current assets	15	326.85	15.44	39.25	4.07	2.10
(2) Current Assets						
(f) Inventories	16	864.50	888.32	504.47	485.63	200.67
(g) Trade receivables	17	870.27	712.77	466.12	372.95	150.34
(h) Cash and cash equivalents	18	444.96	17.79	12.76	9.65	4.24
(i) Short-term loans and advances	19	69.40	191.10	127.55	110.81	140.17
(j) Other current assets	20	83.36	122.21	69.93	58.87	53.40
Total		2,843.67	2,095.05	1,617.62	1,426.32	835.83

As per our report of even date
For K. K. HARYANI & CO.

Chartered Accountants
Firm Reg. No. 121950W
Sd/-
C.A. Kishor K. Haryani
Proprietor
Membership No. 110780

Place: Bharuch
Date: 18th March, 2025
UDIN: 25110780BMHSKF7023

For Teja Engineering Industries Limited
(Previously Proprietorship Firm Teja Engineering Services
Business Take Over)

Sd/-
Srinivasarao Vakalapudi
Managing Director
DIN: 10116216
Sd/-
Deepak Kumar Laddha

Company Secretary
Membership No.:56398

Sd/-
Suryakumari Vakalapudi
Whole-time Director
DIN: 10116215
Sd/-
Mohammad Vajid Shaikh

CFO
PAN:COVPS3239A

Annexure - 2 : Restated Statement of Profit and Loss

(Rs. In Lakhs)

Particulars	Annex No	Company		(Teja Engineering Services - Business Take-Over)		
		As at 31 st Dec, 2024	As at 31 st March, 2024	As at 30 th June, 2023	As at 31 st March, 2023	As at 31 st March, 2022
I. Revenue from operations:	21	4,021.17	3,161.72	840.36	2,457.90	2,431.27
II. Other income:	22	0.05	7.10	0.23	1.18	0.91
III. Total Income (I + II)		4,021.23	3,168.82	840.59	2,459.08	2,432.18

IV. Expenses:						
Cost of Services Rendered & material consumed	23	3,247.11	2,383.85	635.68	1,764.02	1,815.00
Employee benefit expense	24	138.81	186.46	53.54	193.54	189.50
Finance Costs	25	87.03	66.08	28.80	74.46	61.87
Depreciation and Amortization Expense	26	14.92	13.08	7.33	32.87	27.13
Other Expenses	27	257.92	217.87	65.13	221.64	175.24
Total Expenses (IV)		3,745.79	2,867.34	790.49	2,286.53	2,268.74
V. Profit before exceptional and extraordinary items and tax	(III - IV)	275.43	301.48	50.10	172.55	163.44
VI. Exceptional Items		0.00	0.00	0.00	0.00	0.00
VII. Profit before extraordinary items and tax	(V - VI)	275.43	301.48	50.10	172.55	163.44
VIII. Extraordinary Items		0.00	0.00	0.00	0.00	0.00
IX. Profit before tax	(VII - VIII)	275.43	301.48	50.10	172.55	163.44
X. Tax Expense:						
(1) Current Tax		-68.67	-77.91	-13.03	-44.86	-42.49
(2) Deferred Tax	28	-0.65	-2.53	0.00	0.00	0.00
XI. Profit (Loss) from the period from continuing operations	(IX - X)	206.11	221.04	37.08	127.69	120.94
XII. Profit/(Loss) from discontinuing operations		0.00	0.00	0.00	0.00	0.00
XIII. Tax expense of discontinuing operations		0.00	0.00	0.00	0.00	0.00
XIV. Profit/(Loss) from discontinuing operations after tax	(XII - XIII)	0.00	0.00	0.00	0.00	0.00
XV. Profit/(Loss) for the period	(XI + XIV)	206.11	221.04	37.08	127.69	120.94
XVI. Earning Per Equity Share:						
(1) Basic		4.57	4.90	NA	NA	NA
(2) Diluted		4.57	4.90	NA	NA	NA

As per our report of even date
For K. K. HARYANI & CO.

For Teja Engineering Industries Limited
(Previously Proprietorship Firm Teja Engineering Services
Business Take Over)

Chartered Accountants
Firm Reg. No. 121950W
Sd/-
C.A. Kishor K. Haryani
Proprietor
Membership No. 110780
Place: Bharuch
Date: 18th March, 2025
UDIN: 25110780BMHSKF7023

Sd/-
Srinivasarao Vakalapudi
Managing Director
DIN: 10116216
Sd/-
Deepak Kumar Laddha
Company Secretary
Membership No.: 56398

Sd/-
Suryakumari Vakalapudi
Whole-time Director
DIN: 10116215
Sd/-
Mohammad Vajid Shaikh
CFO
PAN: COVPS3239A

Annexure - 3: Restated Statement of Cash Flow

(Rs. In Lakhs)

Particulars	Company		(Teja Engineering Services - Business Take-Over)		
	As at 31 st Dec, 2024	As at 31 st March, 2024	As at 30 th June, 2023	As at 31 st March, 2023	As at 31 st March, 2022
(A) Cash Flow from Operating Activities					

Restated Net Profit Before Tax and Extraordinary items	275.43	301.48	50.10	172.55	163.44
Adjustments For:					
Rent & interest Received	0.05	7.10	-0.23	-1.18	-0.91
Interest and Finance Charges Paid	87.03	66.08	28.80	74.46	61.87
Depreciation	14.92	13.08	7.33	32.87	27.13
Operating profit before working capital changes	377.44	387.74	86.01	278.70	251.53
Changes in Working Capital					
(Increase)/Decrease in Trade Receivables	-157.50	-712.77	-93.17	-222.61	80.05
(Increase)/Decrease in Inventories	23.82	-888.32	-18.84	-284.97	-31.15
(Increase)/Decrease in Short Term Loans and Advances	121.70	-191.10	-16.74	29.36	-24.25
(Increase)/Decrease in Other Current Assets	38.85	-122.21	-11.06	-5.47	-18.05
Increase/(Decrease) in Trade Payables	-70.19	158.87	-16.06	92.67	-6.15
Increase/(Decrease) in other Current liabilities	-208.18	456.68	49.47	69.06	30.77
Increase/(Decrease) in Short Term Provisions	-8.68	95.92	-3.05	10.85	4.50
Cash Generated from / (used in) operating activities	117.27	-815.19	-23.44	-32.40	287.25
Less: Income Tax paid	-68.67	-77.91	-13.03	-44.86	-42.49
Cash Flow before extraordinary items	48.60	-893.10	-36.47	-77.27	244.76
Net cash generated from / (used in) Operating Activities.....A	48.60	-893.10	-36.47	-77.27	244.76
(B) Cash Flow from Investing Activities					
(Increase)/Decrease in Non-Current Investment	-0.79	-7.56	-16.32	6.01	13.09
(Increase)/Decrease in Other Non-current Assets	-311.41	-15.44	-35.18	-1.97	-0.01
Rent & interest Received	-0.05	-7.10	0.23	1.18	0.91
(Purchase) of Tangible Fixed Assets	-57.51	-152.94	-4.93	-138.31	-54.46
(Purchase) /Sale of Tangible Fixed Assets	6.47	0.00	0.00	0.00	0.00
Net cash generated from / (used in) Investing Activities.....B	-363.29	-183.04	-56.20	-133.09	-40.47
(C) Cash Flow from financing Activities					
Proceeds from issue of Share Capital	313.50	451.03	0.00	0.00	0.00
Adjusting in capital	0.00	0.00	9.96	-33.67	-13.24
Increase/(Decrease) in Short Term Borrowings	506.08	708.98	79.05	300.48	-71.98
Increase/(Decrease) in Long Term Borrowings	9.32	0.00	35.56	23.42	-60.69
Interest and Finance Charges Paid	-87.03	-66.08	-28.80	-74.46	-61.87
Net cash generated from / (used in) Financing Activities.....C	741.86	1,093.93	95.78	215.77	-207.78
Net increase in cash and cash equivalents (A+B+C)	427.17	17.79	3.12	5.41	-3.50
Cash and cash equivalents at the beginning	17.79	0.00	9.65	4.24	7.74
Cash and cash equivalents at the end	444.96	17.79	12.76	9.65	4.24

Notes: -

1) Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

2) Figures in brackets represents outflows.

3) The above statement should be read with the restated statement of assets and liabilities, statement of profit and loss, Significant Accounting Policies and Notes as appearing in Annexure 1, 2 and 4(A) respectively

As per our report of even date
For K. K. HARYANI & CO.

For Teja Engineering Industries Limited
(Previously Proprietorship Firm Teja Engineering Services
Business Take Over)

Chartered Accountants
Firm Reg. No. 121950W
Sd/-
C.A. Kishor K. Haryani
Proprietor
Membership No. 110780

Sd/-
Srinivasarao Vakalapudi
Managing Director
DIN: 10116216
Sd/-
Deepak Kumar Laddha

Sd/-
Suryakumari Vakalapudi
Whole-time Director
DIN: 10116215
Sd/-
Mohammad Vajid Shaikh

Place: Bharuch
Date: 18th March, 2025
UDIN: 25110780BMHSKF7023

Company Secretary
Membership No.: 56398

CFO
PAN: COVPS3239A

TEJA ENGINEERING INDUSTRIES LIMITED

ANNEXURE 4(A): NOTES TO RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES, PROFIT AND LOSSES AND CASHFLOWS

(A) Corporate Information

Company was originally incorporated on 17 April 2023 as **TEJA ENGINEERING INDUSTRIES PRIVATE LIMITED**, then after name of the company was changed to **TEJA ENGINEERING INDUSTRIES LIMITED** under the provisions of the Companies Act, 2013 with the Registrar of Companies, Ahmedabad, Gujarat. Registration certificate pursuant to name change has been issued on 19th September, 2023.

The Company is primarily engaged in business of services of Testing, Calibration and O&M.

During the year as on May 30, 2023 company has increased authorized share capital to Rs. 600 Lakhs comprised of 60,00,000 eq. shares of Rs. 10/- each. Further as on October 04, 2023

(B) Basis of Preparation of Financial Statement

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2022, March 31, 2023, and June 30, 2023, 31 March 2024, and 31 December 2024 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the financial year / period ended on March 31, 2022, March 31, 2023, June 30, 2023, 31 March 2024, and 31 December 2024 and the annexure thereto (collectively, the "Restated Financial Statements") have been compiled by the management from the Financial Statements of the Company for the financial year / period ended on March 31, 2022, March 31, 2023, June 30, 2023, 31 March 2024, and 31 December 2024.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied 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 hitherto in use.

(C) Significant Accounting Policies

1) Use of Estimates:

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations

under employee retirement benefit plans, income taxes, post-sales customer support and the use-full lives of fixed tangible assets and intangible assets. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2) Fixed Assets & Depreciation:

Tangible Assets:

Depreciation on tangible fixed assets is calculated on the Straight-Line Method (SLM) based on the useful lives and residual values estimated by the management in accordance with Schedule II to the Companies Act, 2013.

The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. No assets have been revalued during the year.

Type of assets	Useful lives (in years)
Plant & machineries	15
Plant & machineries	3
Office equipments	5
Furniture and fixtures	10
Motor vehicles	8
Electrical installations	10

Intangible Assets:

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes and allocated incidental expenditure during development / acquisition and exclusive of Input tax credit (IGST/CGST and SGST) or other tax credit available to the Company.

Subsequent expenditure relating to intangible assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Assets Acquired as Lease:

Leases under which the Entity assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense in the Profit and Loss Account on a straight-line basis over the lease term.

The cost of leasehold land is amortized over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortized over the lease term or useful life, whichever is lower.

Advances paid towards the acquisition of Property, Plant and Equipment

Advances paid towards the acquisition of Property, Plant and Equipment, outstanding at each balance sheet date are shown under capital advances. The cost of the Property, Plant and Equipment not ready for its intended use on such date, is disclosed under capital work-in-progress.

3) Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. Impairment loss is charged to the Statement of Profit and Loss in the year / period in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

4) Investments:

Investments, which are readily realizable and intended to be held for not more than 12 months from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

5) Inventories:

Inventories consisting of stock-in-trade are valued at the lower of cost and not realisable value. Cost comprises all cost of purchases and other cost incurred in bringing the inventories to their present location and condition. Cost is determined on the specific identification basis."

The comparison of cost and net realisable values made on an item-by-item basis.

6) Employee Benefits:

Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as paid privilege leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the year.

Towards contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

The company accounts for salaries on an accrual basis.

7) Revenue Recognition:

Revenue is recognised to the extent, that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Various operational areas related to Medical profession. Revenue is recognized at the time as and when the bills / invoices are prepared after rendering the services on accrual basis.

Income from hospital services is recognised as and when services are provided, net of billing discounts given to the customers. Revenue also includes the value of services rendered pending final billing in respect of in-patients undergoing treatment as at the year end.

Revenue from services

Revenue from services is recognised pro-rata over the period of the contract as and when services are rendered and the collectability is reasonably assured.

Interest Income

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and applicable interest rate.

Dividend Income

Dividend is recognised when the company's right to receive dividend is established.

8) Foreign Currency Transaction :

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year / period are translated at year / period end rates.

The difference in translation of monetary assets and liabilities and realized gains and losses on foreign transactions are recognized in the Statement of Profit and Loss.

The premium or discount on forward exchange contracts is recognized in the statement of profit and loss over the period of the contract.

9) Accounting For Government Grants/Refunds:

Government grants/subsidies and refunds due from Government Authorities are accounted when there is reasonable certainty of their realization.

10) Taxation

Tax expenses comprise current tax (amount of tax for the period determined in accordance with the Income Tax Regulations in India) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, when there is unabsorbed depreciation or carry forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized

Tax credit is recognised in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within the statutory time frame and is reviewed at each Balance Sheet date.

Company has policy of not considering MAT tax credit available to them under the Income Tax Act.

11) Borrowing Cost:

Borrowing Costs relating to the acquisition/construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charge to revenue.

12) Earning Per Share:

Basic earnings per share is calculated by dividing the net profit after tax for the year / period attributable to Equity Shareholders of the Company by the weighted average number of Equity Shares outstanding at the end of the year / period. Diluted earnings per Share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding at the end of the year / period.

13) Provisions, Contingent Liabilities & Contingent Assets:

The company recognizes as provisions, the liability being present obligations arising from past events, the settlement of which is expected to result in outflow of resources and which can be measured only by using a substantial degree of estimation. Contingent liabilities are disclosed by way of a note to the financial statement after careful evaluation by the management of the facts and legal aspect of the matters involved. Contingent assets are being neither recognized nor disclosed.

14) Current Assets, Loans And Advances

The balance under items of Sundry Debtors, Loans and Advances and current liabilities are subject to confirmation and reconciliation and consequential adjustments, wherever applicable. However, in the opinion of the Management, the realisable value of the current assets, loans and advances in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

15) Cash Flow

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or

payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

16) Segment Reporting

Business Segment

As the company is dealing in only one segment i.e. Healthcare services hence segment reporting is not applicable.

Geographical Segment

The Company operates in only one geographical area (Bharuch and Ankleshwar falls under One District I.e. Bharuch) hence segment reporting is not applicable.

(D) Changes in Accounting Policies in the Periods/Years Covered in The Restated Financials

There is no change in significant accounting policies adopted by the Company.

(E) NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

- 1) The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years / period.
- 2) The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently, the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.
- 3) The Company has not been following the provisions of Accounting Standard – 15 “Employee Benefits” issued by the Institute of Chartered Accountants of India in respect of recording provision for Gratuity in its Books of Accounts as it is not applicable to our company.
- 4) Contingent liabilities and commitments (to the extent not provided for) - A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.
- 5) Figures have been rearranged and regrouped wherever practicable and considered necessary.
- 6) The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
- 7) The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.
- 8) Realizations: In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.
- 9) Contractual liabilities: All other contractual liabilities connected with business operations of the Company have been appropriately provided for.
- 10) Amounts in the financial statements: Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

Annexure No. 4(B) Reconciliation of Profit & Audit Profit:

(Rs. In Lakhs)

Particulars	31-12-2024	2023-24	30.6.2023	2022-23	2021-22
Net Profit / (Loss) After Tax of Audited Statement of Profit & Loss	206.11	221.04	37.08	172.55	163.44
<i>Adjustments for:</i>					
(Short)/Excess Provision for Tax	0.00	0.00	13.03	44.86	42.49

Interest on Income tax not debited to P&L	0.00	0.00	0.00	0.00	0.00
Interest Income not credited to P&L	0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability / Asset Adjustments	0.00	0.00	0.00	0.00	0.00
Loss on Sale of Share not debited to P&L	0.00	0.00	0.00	0.00	0.00
Gain on Sales of Mutual Fund not credited to P&L	0.00	0.00	0.00	0.00	0.00
Dividend Income not credited to P&L	0.00	0.00	0.00	0.00	0.00
Net Profit / (Loss) after tax as restated	206.11	221.04	24.05	127.69	120.94

Annexure No. 4(C) Reconciliation Of Restated Equity / net worth: (Rs. In Lakhs)

Particulars	31-12-2024	2023-24	30.6.2023	2022-23	2021-22
Equity / Networth as per audited financials	1,191.68	672.07	426.27	379.94	285.93
<i>Adjustments for:</i>					
(Short)/Excess Provision for Tax	0.00	0.00	0.00	0.00	0.00
Interest on Income tax not debited to P&L	0.00	0.00	0.00	0.00	0.00
Interest Income not credited to P&L	0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability / Asset Adjustments	0.00	0.00	0.00	0.00	0.00
Prior period adjustments	0.00	0.00	0.00	0.00	0.00
Equity / Net worth as Restated	1,191.68	672.07	426.27	379.94	285.93

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.

To give Explanatory Notes regarding Adjustments

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

NOTES TO FINANCIAL STATEMENT

Annexure No. 5. Restated Statement of Share Capital: (Rs. In Lakhs)

Particulars	Company		(Teja Engineering Services - Business Take-Over)		
	As At 31st Dec, 2024	As At 31st March, 2024	As at 30 th June, 2023	As At 31st March, 2023	As At 31st March, 2022
1 Authorised Shares: authorized;					
65.00 lacs equity shares of Rs. 10 each	650.00	650.00	NA	NA	NA
	650.00	650.00	NA	NA	NA
2 Issued, subscribed and fully paid Shares					
Equity shares of Rs. 10 each			132.36	110.08	98.90
47.19 lacs equity shares of Rs. 10 each	471.93	451.03			
	451.03	451.03	132.36	110.08	98.90

3. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period; (Rs. In Lakhs)

Particulars	AS 31.12.2024	AT 31.03.2024	AS 30.06.2023	AS 31.03.2023	AT 31.03.2022
Equity Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
At the beginning of the period	45,10,300	-	NA	NA	NA
Add: Issued during the period	2,09,000	45,10,300	-	-	-
Outstanding at the end of the period	47,19,300	45,10,300	NA	NA	NA

Equity shares					
At the beginning of the period	451.03	451.03	110.08	98.90	69.65
Add: Issued during the period / Cap Adj.	20.90	-	22.28	11.18	29.25
Outstanding at the end of the period	471.93	451.03	132.36	110.08	98.90

4 Terms & Right attached to Equity Shares & Preference shares

Equity Shares: The company has only one class of equity shares having a par value of Rs.10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts and payment of preference shareholders, in proportionate to their shareholding.

Our Company acquired the proprietorship firm i.e., M/s Teja Engineering Services, of our Promoter Mr. Vakalapudi Srinivasarao vide Business Transfer Agreement dated 17/07/2023 and issued 45,00,300 Equity shares @ Rs. 10 each to Proprietor - Mr. Vakalapudi Srinivasarao.

Our Company has issued 2,09,000 Equity Shares on Preferential basis @ Rs. 150/ per shares (including Share Premium Rs. 140 per share).

5A Details of Shareholding of Promoters

(Rs. In Lakhs)

Sr No	Name of Promotor	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
		No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
1	Vakalapudi Srinivasa Roa	43,09,800	43,09,800	NA	NA	NA
2	Vakalapudi Suryakumari	440	440	-	-	-

5A Details of Shareholding of Promoters

(Rs. In Lakhs)

Sr No	Name of Promotor	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
		No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
1	Vakalapudi Srinivasa Roa	43,09,800	43,09,800	NA	NA	NA
2	Vakalapudi Suryakumari	440	440	-	-	-

5B Details of shareholders holding more than 5% shares in the company (in terms of No. of shares holding).

(Rs. In Lakhs)

Sr No	Name of Promotor	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
		No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
1	Vakalapudi Srinivasa Roa	43,09,800	43,09,800	NA	NA	NA

5C Details of shareholders holding more than 5% shares in the company (in terms of % of holding)

(Rs. In Lakhs)

Sr No	Name of Promotor	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
		No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
1	Vakalapudi Srinivasa Roa	91%	96%	NA	NA	NA

Annexure No. 6. Restated Statement of Reserve & Surplus:

(Rs. In Lakhs)

Sr No	Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
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a)	Reserves and Surplus:					
1	Securities Premium Reserve	-	-	-	-	-
	Opening Balance	-	-	-	-	-
	Add: During the year	292.60	-	-	-	-
	Less: Utilised for issuing the Bonus Shares	-	-	-	-	-
	Closing Balance	292.60				
2	General Reserve:					
	Opening Balance	-	-	-	-	-
	Add: During the year	-	-	-	-	-
	Closing Balance	-	-	-	-	-
b)	Surplus/(Deficit) in the statement of Profit & Loss					
	Opening Balance	221.04	-	269.86	187.04	108.59
	Add: Restated Profit/(Loss) for the year	206.11	221.04	37.08	127.69	120.94
	LESS:					
	Net Adjustment in Capital Incl tax prov	-	-	13.03	44.86	42.49
	Closing Balance	427.15	221.04	293.91	269.86	187.04
	Total: Reserves and Surplus	719.75	221.04	293.91	269.86	187.04

Annexure No. 7. Restated Statement of Long-Term Borrowings:

(Rs. In Lakhs)

Sr. no	Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
1	Loan from Bank and NBFC					
	From Bank / FI / NBFC					
	Term Loan As per List	9.32	-	273.28	198.22	209.96
		-	-	273.28	198.22	209.96
2	Unsecured					
	From Promotors / Promotors Group / Group Companies / Other Related Parties	-	-	-	-	-
	Loans from Directors & their relatives	-	-	-	-	-
	Relatives and Friends of Promoters	-	-	25.71	65.21	30.04
	Others	-	-	-	-	-
		-	-	25.71	65.21	30.04
	Total: Long-Term Borrowings	9.32	-	298.99	263.43	240.01

ANNEXURE - 7A : Nature Of Securities And Terms Of Repayment For Secured Long Term Borrowings Including Current Maturities

(Rs. In Lakhs)

Sr No	Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms	Amount Outstanding as 31/12/2024 at (Amount ₹ In Lakhs)	Securities offered / Principal terms & conditions
1	As per annexure Loan	9.32	Annexure

Annexure

Sr.no	Type of Secured Loan	Nature of Security	Rate of Interest	Amount of Instalment	No of Instalment
1	Bank of Baroda - Vehicle Loan	Motor Vehicle & Personal Guaurantee of Directors	10.65%	31140	36.00

Annexure – 7B: Terms & Condition of Unsecured Loans.

Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors / Promoters / Promoter Group / Associates / Relatives of Directors / Group Companies / other entities.

Sr No	Name of Lender	Purpose	Rate of Interest
1	Relatives	Business	0.00

Annexure No.– 8: Restated Statement of Deferred Tax liability (NET): (Rs. In Lakhs)

Sr. no	Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Deferred Tax Liabilities						
	Opening Balance	2.53				
1	Fixed Assets: Impact of difference between Book and Tax Depreciation	0.65	2.53	-	-	-
	Gross Deferred Tax Liabilities	3.19	2.53	-	-	-
Deferred Tax Assets						
1	C/f. Business & Dep. Loss as per I-tax	-	-	-	-	-
	Gross Deferred Tax Assets	-	-	-	-	-
	Total: Deferred Tax Liabilities (Net)	3.19	2.53		-	-

Notes:

- In accordance with accounting standard 22, Accounting for taxes on Income, issued by the Institute of Chartered Accountants India, the Deferred Tax Assets (net of Liabilities) is provided in the books of account as at the end of the year.

Annexure No.– 9: Restated Statement of Short-Term Borrowings: (Rs. In Lakhs)

	Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
1	Loan					
	From Bank / Financial Institutions / NBFC					
	Bank of Baroda CC / OD account	1,190.01	709.43	434.41	349.43	195.15
	Bank of Baroda C/A	0.00	(0.45)	(120.00)	(95.78)	(236.29)
	Other Loans- NBFC As per List - Due less than 12 months	25.05	-	175.65	157.36	151.67
2	Loan Repayable on Demand	-	-	-	-	-
	- From Bank (Secured)	-	-	-	-	-
	- From Other Parties	-	-	-	-	-
3	Loans & Advances from Related Parties	-	-	-	-	-
	- Unsecured	-	-	-	-	-
4	Others	-	-	-	-	-
	Total: Short-Term Borrowings	1,215.06	708.98	490.06	411.01	110.53

Annexure – 9A: Nature of Securities and Terms of Repayment for Secured Short Term Borrowings (Rs. In Lakhs)

Sr No	Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms	Amount Outstanding as at 31/12/2024	Securities offered / Principal terms & conditions
1	Bank of Baroda, Bharuch Br, Gujarat		Hypothecation of Book debts and Security - premises of Promoters

CC / OD limit	1,190.01
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Annexure No. 10. Restated Statement of Trade Payables:
(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Trade Payable for Goods & Services includes					
Outstanding for less than 1 year					
(i) Dues of MSME	83.74	-	-	-	-
(ii) Dues of Other	4.95	158.87	100.42	116.48	23.81
(iii) Disputed Dues of MSME	-	-	-	-	-
(iv) Disputed Dues of Other	-	-	-	-	-
Outstanding for 1 to 2 years	-	-	-	-	-
(i) Dues of MSME	-	-	-	-	-
(ii) Dues of Other	-	-	-	-	-
(iii) Disputed Dues of MSME	-	-	-	-	-
(iv) Disputed Dues of Other	-	-	-	-	-
Outstanding for 2 to 3 years	-	-	-	-	-
(i) Dues of MSME	-	-	-	-	-
(ii) Dues of Other	-	-	-	-	-
(iii) Disputed Dues of MSME	-	-	-	-	-
(iv) Disputed Dues of Other	-	-	-	-	-
Outstanding for more than 3 years	-	-	-	-	-
(i) Dues of MSME	-	-	-	-	-
(ii) Dues of Other	-	-	-	-	-
(iii) Disputed Dues of MSME	-	-	-	-	-
(iv) Disputed Dues of Other	-	-	-	-	-
Total: Trade Payables	88.68	158.87	100.42	116.48	23.81

Notes: The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006.

Annexure No. 11. Restated Statement of Other Current Liabilities:
(Rs. In Lakhs)

Sr. no	Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
1	Advance from Customers					
2	Other Payables:					
	Salary Payable	78.13	217.19	147.36	151.20	96.58
	Other Liabilities incl GST, Tax, PF	165.96	225.15	125.69	62.15	44.31
	Misc Exp. Payable	4.41	14.34	-	10.23	13.63
	Total: Other Current Liabilities	248.50	456.68	273.05	223.58	154.52

Notes: Advance received from customers have been taken as certified by the management of the company and no security has been offered by the company against the same.

Annexure No. 12. Restated Statement of Short-Term Provisions:
(Rs. In Lakhs)

Sr. no	Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
1	Provision for Expenses & taxes	68.67	77.91	25.75	29.35	19.28
2	Other Provisions	18.57	18.01	3.08	2.53	1.75
	Total: Short-Term Provisions	87.24	95.92	28.83	31.88	21.03

Annexure No. 13. Restated Statement of Property Plant and Equipment:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Land -					
Opening Balance	0.00	0.00	82.25	15.43	15.43
Addition during the year	0.00	0.00	1.41	66.82	0.00
Reduction during the year	0.00	0.00	0.00	0.00	0.00
Gross Closing Balance.....A	0.00	0.00	83.66	82.25	15.43
Depreciation charged during the year	0.00	0.00	0.00	0.00	0.00
Net Block (A-B)	0.00	0.00	83.66	82.25	15.43
Building and Premises					
Opening Balance	0.00	0.00	65.39	53.51	59.45
Addition during the year	0.00	0.00	0.00	19.15	0.00
Reduction during the year	0.00	0.00	0.00	0.00	0.00
Gross Closing Balance...A	0.00	0.00	65.39	72.66	59.45
Depreciation charged during the year	0.00	0.00	1.63	7.27	5.94
Net Block (A-B)	0.00	0.00	63.76	65.39	53.51
Furnitures and Fixtures					
GROSS BLOCK					
Opening Balance	13.77	0.00	13.78	10.02	5.41
Addition during the year	7.21	13.77	0.00	5.00	5.43
Reduction during the year	0.00	0.00	0.73	0.00	0.00
Gross Closing Balance...A	20.98	13.77	13.05	15.02	10.84
Depreciation					
Opening Balance	0.99	0.00	0.00	0.00	0.00
Depreciation charged during the year	1.32	0.99	0.33	1.25	0.82
Deduction W/Back	0.00	0.00	0.00	0.00	0.00
Closing Balance.....B	2.31	0.99	0.00	0.00	0.00
Net Block (A-B)	18.67	12.78	12.72	13.77	10.02
Machines and others					
Opening Balance	65.47	0.00	68.64	70.18	68.58
Addition during the year	21.13	65.47	0.00	10.15	14.44
Reduction during the year	0.00	0.00	0.00	0.00	0.00
Gross Closing Balance...A	86.60	65.47	68.64	80.33	83.02
Depreciation					
Opening Balance	4.80	0.00	0.00	0.00	0.00
Depreciation charged during the year	5.82	4.80	2.56	11.69	12.84
Deduction W/Back	0.00	0.00	0.00	0.00	0.00
Closing Balance.....B	10.62	4.80	0.00	0.00	70.18
Net Block (A-B)	75.97	60.67	66.08	68.64	70.18
Vehicles					
Opening Balance	68.92	0.00	67.26	43.42	17.15
Addition during the year	26.87	68.92	2.56	34.17	31.76
Reduction during the year	7.73	0.00	0.00	0.00	0.00
Gross Closing Balance...A	88.06	68.07	69.82	77.59	48.91
DEPRECIATION					
Opening Balance	6.15	0.00	0.00	0.00	0.00
Depreciation charged during the year	6.28	6.15	2.61	10.33	5.49
Deduction W/Back	1.25	0.00	0.00	0.00	0.00

Closing Balance.....B	11.18	6.15	0.00	0.00	0.00
Net Block (A-B)	76.88	62.77	67.21	67.26	43.42
Computer					
Opening Balance	4.78	0.00	4.37	3.68	2.89
Addition during the year	2.30	4.78	0.96	3.02	2.83
Reduction during the year	0.00	0.00	0.00	0.00	0.00
GrossClosing Balance.....A	7.08	4.78	5.33	6.70	5.72
Depreciation					
Opening Balance	1.14	0.00	0.00	0.00	0.00
Depreciation charged during the year	1.50	1.14	0.20	2.33	2.04
Deduction W/Back	0.00	0.00	0.00	0.00	0.00
Closing Balance.....B	2.64	1.14	0.00	0.00	0.00
Net Block (A-B)	4.44	3.64	5.13	4.37	3.68
Total Gross Opening Balance	152.94	0.00	301.69	196.24	168.91
Total Addition during the year	57.51	152.94	4.93	138.31	54.46
Total Reduction during the year	7.73	0.00	0.73	0.00	0.00
Total Gross Closing Balance...A	202.72	152.94	305.89	334.55	223.37
Opening Depreciation	13.08	0.00	0.00	0.00	0.00
Depreciation charged during the year	14.92	13.08	7.33	32.87	27.13
Deduction W/Back	1.25	0.00	0.00	0.00	0.00
Closing Balance	26.75	13.08	0.00	0.00	0.00
Total Net Block (A-B)	175.98	139.86	298.56	301.68	196.24

Notes:

1. Schedule II of the Companies Act 2013 for calculating depreciation is applicable only on tangible assets. For calculating Depreciation on intangible assets, the companies have to follow the applicable accounting standards.
2. Depreciation as per Companies Act 2013 depends on the useful life of various assets as defined in the Schedule II to the Companies Act 2013.

Annexure No. 14. Restated Statement of Non-Current Investment:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
INVESTMENT					
a. Mutual Fund & Investment / LIC	0	0	74.76	62.96	68.91
b. FDR and others	8.35	7.56	24.22	19.70	19.76
Total Investment:	8.35	7.56	98.98	82.66	88.67

Annexure No. 15. Restated Statement of Other Non-Current Assets:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Non-Current Assets					
Deposit for 02 GIDC premises on Long Lease	300.00	0	0	0	0
Rent Deposits & others	26.85	15.44	39.25	4.07	2.10
Total: Other Non-Current Assets	326.85	15.44	39.25	4.07	2.10

Annexure No. 16. Restated Statement of WIP & Inventories:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
WIP - Site expenses, Salaries,	864.50	888.32	504.47	485.63	200.67

Materials					
Total: WIP & Inventories	864.50	888.32	504.47	485.63	200.67

Notes:

1. Raw materials are valued at cost on FIFO method. Cost includes purchase value, freight, duties & taxes.
2. Finished goods are valued at lower of cost or net realisable value on FIFO method. Cost includes purchase value, freight, proportionate manufacturing expense, wages & salary to employees, duties and taxes.

Annexure No. 17. Restated Statement of Trade Receivables:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Outstanding for less than 6 months					
(i) Undisputed trade receivable - considered good	784.56	673.12	379.98	296.01	111.60
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
Outstanding for 6 months to 1 year					
(i) Undisputed trade receivable - considered good	85.71	39.65	86.14	76.94	38.74
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
Outstanding for 1 to 2 years					
(i) Undisputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
Outstanding for 2 to 3 years					
(i) Undisputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
Outstanding for more than 3 years					
(i) Undisputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00	0.00

(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00	0.00
Total: Trade Receivables	870.27	712.77	466.12	372.95	150.34

Note;

1. As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made.
2. Trade Receivable has been taken as certified by the management of the company.

Annexure No. 18. Restated Statement Of Cash And Cash Equivalents:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
1. Balance with Banks:					
In Account	438.33	8.84	5.21	9.65	4.24
2 . Cash	6.63	8.95	7.55	0.00	0.00
Total: Cash and Cash Equivalents	444.96	17.79	12.76	9.65	4.24

Annexure No. 19. Restated Statement of Short-Term Loans and Advances:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Loans and advances to related parties:					
a Unsecured, considered good;					
Advance recoverable in cash or kind:					
a Secured, considered good;					
b Unsecured, considered good;	2.03	107.65	127.55	80.60	94.91
c Doubtful.					
a Balance Receivables with Revenue Authorities					
c Advance to suppliers of goods & services & Others	67.37	83.45	0.00	30.21	45.26
Total: Short-Term Loans and Advances	69.40	191.10	127.55	110.81	140.17

Notes:

1. Advance given to suppliers have been taken as certified by the management of the company.
2. No Securities have been taken by the company against the advance given to suppliers.

Annexure No. 20. Restated Statement of Other Current Assets:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Unsecured, considered good unless stated otherwise					
Other Assets:					
1 Advance tax, GST & TDS	75.02	68.32	61.17	48.22	46.74
2 Pre-paid Expense	2.94	7.60	8.76	10.07	6.39
3 Others	5.40	46.29	-	0.58	0.27
Total: Other Current Assets	83.36	122.21	69.93	58.87	53.40

Annexure No. 21. Restated Statement of Revenue from Operations:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Revenue from Business Operation					

Revenue from Business Activities	4,021.17	3,161.72	840.36	2,457.90	2,431.27	
	4,021.17	3,161.72	840.36	2,457.90	2,431.27	
Other Operating Revenue						
Other Income	0.00	0.00	0.00	0.00	0.00	
Total: Revenue from Operations	4,021.17	3,161.72	840.36	2,457.90	2,431.27	
Revenue Break Up						
O & M Servcies	3,781.97	2,873.54	771.80	2,166.28	1,872.65	
E & C Services	141.39	131.77	32.87	139.63	160.11	
Instrument & SRV Calibration	94.44	56.39	28.19	81.21	53.25	
Others	3.37	100.02	7.50	70.79	345.25	
	4,021.17	3,161.72	840.36	2,457.90	2,431.27	
Statewise Revenue Break up						
Gujarat	2,181.79	1,744.33	415.20	1,513.49	1,280.15	
Maharashtra	1,790.52	1,355.16	387.96	890.91	982.83	
Andhra Pradesh	44.37	50.22	30.93	18.56	33.59	
Haryana	0.45	8.33	4.05	19.95	30.98	
Madhya Pradesh	2.59	3.02	0.93	5.79	30.89	
GOA	-	-	-	-	71.76	
Others	1.45	0.66	1.29	9.21	1.06	
	4,021.17	3,161.72	840.36	2,457.90	2,431.27	
Bifurcation of domestic and export sales are as under:						
Sr No	Country	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
1	India	4,021.17	3,161.72	840.36	2,457.90	2,431.27
2	Exports	0.00	-	0.00	0.00	0.00

Annexure No. 22. Restated Statement of Other Income:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Interest on FD and IT refund & Others	0.05	7.10	0.23	1.18	0.91
Total: Other Income	0.05	7.10	0.23	1.18	0.91

Annexure No. 23. Restated Statement of Cost of Services And Material Consumed:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Services and Materials Consumed					
Inventory - WIP at the beginning of the year	888.32	504.47	485.63	200.67	169.52
Add: Purchases, power and O & M expenses	3,223.29	2,767.70	654.52	2,048.99	1,846.16
	4,111.61	3,272.17	1,140.15	2,249.66	2,015.68
Less: Inventory at the end of the year -WIP	864.50	888.32	504.47	485.63	200.68
Total: Cost of Services and Material Consumed	3,247.11	2,383.85	635.68	1,764.02	1,815.00
Details of Services and Material cost					
Material Purchases	77.40	66.72	14.85	132.84	360.24
Power and Fuel	254.07	230.30	59.70	226.00	117.91
Employees Exp- Site and on filed Staff	2,669.14	2,338.67	518.61	1,542.00	1,212.11
Rent and Hiring charges	40.53	37.08	7.41	50.32	37.07

Site Expenses	89.56	32.56	21.65	41.97	50.20
Testing and Calibration Exp	77.60	51.45	25.37	38.36	26.02
Material Handling & other exp.	14.99	10.92	6.93	17.50	42.61
Total	3,223.29	2,767.70	654.52	2,048.99	1,846.16

Annexure No. 24. Restated Statement of Employee Benefit Expense: (Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Expenses					
Salary Admin staff	138.81	186.46	53.54	193.54	189.50
Total: Employee Benefits Expense	138.81	186.46	53.54	193.54	189.50

Annexure No. 25. Restated Statement of Finance Costs: (Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Interest and charge on borrowings	87.03	66.08	28.80	74.46	61.87
Total: Finance Costs	87.03	66.08	28.80	74.46	61.87

Annexure No. 26. Restated Statement of Depreciation and Amortization Expense: (Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Depreciation on tangible assets	14.92	13.08	7.33	32.87	27.13
Total: Depreciation and Amortization Expense	14.92	13.08	7.33	32.87	27.13

Annexure No. 27. Restated Statement of Other Expenses: (Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Indirect Expense					
Travelling and conveyance exp	61.16	43.89	21.18	56.75	28.56
Hotel and Food - staff	57.64	45.60	15.35	51.91	51.34
Petrol and vehicle exp.	51.43	50.35	8.93	47.09	33.66
Site General exp	34.15	25.19	6.37	23.14	13.71
Office and admn. Exp.	42.86	49.67	13.12	42.22	36.92
Insurance	10.68	3.17	0.18	0.53	0.83
Sundry w/off		-	0.00	0.00	10.22
Total: Other Expenses	257.92	217.87	65.13	221.64	175.24
Payment to Auditor includes					
Statutory Audit Fees	1.00	1.50	0.25	0.75	0.75
Other Fees	0.00	0.00	0.00	0.00	0.00
Expenditure in Foreign Currency	0.00	0.00	0.00	0.00	0.00

Annexure No. 28. Restated Statement Of Accounting Ratios: (Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Net Worth (A)	1,191.68	672.07	426.27	379.94	285.94
Capital Employed (A1)	2,416.05	1,381.05	1,215.32	1,054.37	636.47
Restated Profit after tax	206.11	221.04	37.08	127.69	120.94
Less: Prior Period Item	0.00	0.00	0.00	0.00	0.00
Adjusted Profit after Tax (B)	206.11	221.04	37.08	127.69	120.94
Number of Equity Share outstanding as on the End of Year/Period (C)	47,19,300	45,10,300	13,23,600	11,00,800	9,89,000
Weighted average no of Equity shares at the time of end of the year (D)	45,11,063	45,10,300	13,23,600	11,00,800	9,89,000

Current Assets (E)	2,332.49	1,932.19	1,180.83	1,037.91	548.82
Current Liabilities (F)	1,555.75	1,420.45	892.36	782.95	309.89
Face Value per Share	10.00	10.00	10.00	10.00	10.00
EBITDA Ratio					
Profit before exceptional and extraordinary items and tax	275.43	301.49	50.11	172.55	163.44
Add: Finance Cost	87.03	66.08	28.80	74.46	61.87
Add: Depreciation	14.92	13.07	7.33	32.87	27.13
Add: Amortization Expenses	0.00	0.00	0.00	0.00	0.00
EBITDA	377.39	380.64	86.24	279.88	252.44
Earnings Per Share					
Restated Basic and Diluted Earnings Per Share	4.57	4.90	2.80	11.60	12.23
Other Ratio					
RONW - Return on Net worth (%) (PAT / Net worth)	17.30%	32.89%	8.70%	33.61%	42.30%
% Change in ratio	-47.41%	-	-74.12%	-20.55%	24.70%
ROCE - Return on Capital Employed % (EBIT / Capital Employed)	15.00%	26.61%	6.49%	23.43%	35.40%
% Change in ratio	-43.63%	-	-72.29%	-33.82%	81.52%
NAV Book Value (A/C) (Face Value of ₹ 10 Each)	25.25	14.90	32.21	34.51	28.91
% Change in ratio	69.46%	-	-6.69%	19.38%	12.98%
ROE - Return on Equity Ratio (%) (PBT / Networth)	23.11%	44.86%	11.75%	45.41%	57.16%
% Change in ratio	-48.48%	-	-74.12%	-20.55%	24.70%
Net Profit Ratio (%) (PBT / Turnover)	6.85%	9.54%	5.96%	7.02%	6.72%
% Change in ratio	-28.17%	-	-15.07%	4.43%	27.08%
Net Profit Ratio (%) (PAT / Turnover)	5.13%	6.99%	4.41%	5.19%	4.97%
% Change in ratio	-26.68%	-	-15.07%	4.43%	27.08%
Current Ratio (E/F)	1.50	1.36	1.32	1.33	1.77
% Change in ratio	10.22%	-	-0.18%	-25.15%	11.77%
Debt-Equity Ratio	1.03	1.05	1.85	1.78	1.23
% Change in ratio	-2.61%	-	4.28%	44.80%	-54.78%
Debt Service Coverage Ratio	3.83	5.76	0.73	1.92	1.88
% Change in ratio	-33.48%	-	-62.18%	2.20%	52.62%
Inventory turnover ratio -WIP (Turnover / WIP)	4.65	3.56	1.67	5.06	12.12
% Change in ratio	30.69%	-	-67.09%	-58.23%	32.98%
Trade Receivables Turnover Ratio (Turnover / Debtors)	4.62	4.44	1.80	6.59	16.17
% Change in ratio	4.17%	-	-72.64%	-59.25%	141.24%
Trade Payables Turnover Ratio (Turnover / Creditors)	812.96	19.90	5.06	129.17	173.40
% Change in ratio	3984.94%	-	-96.08%	-25.51%	1972.12%
Net Capital Turnover Ratio (Turnover / Capital Employed)	1.66	2.29	0.69	2.33	3.82
% Change in ratio	-27.30%	-	-70.34%	-38.97%	63.60%

1) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

2) Net Worth means the aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.

3) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures 1, 2, 3 and 4.

4) EBITDA represents earnings (or profit / loss) before interest, Extra ordinary items, income taxes, and depreciation and amortisation expenses.

Annexure No. 29. Restated Statement of Related Party Transactions:

(Rs. In Lakhs)

Name	Relation	Nature Of Transaction	AS AT 31.12.2024	AS AT 31.03.2024	As at 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Teja Engineering Services (Prop.-Srinivasa rao Vakalapudi)	Director & Promoter	Plot Rent	4.50	1.00	0.00	0.00	0.00
		Vehicle Rent	9.45	2.10	0.00	0.00	0.00
		Director Remuneration	18.00	3.00	0.00	0.00	0.00
		Office Rent	3.24	3.60	0.00	0.00	0.00
		Advance for Machinery	37.00	0.00	0.00	0.00	0.00
		Rent Deposits	150.00	0.00	0.00	0.00	0.00
Surya Instrument & Calibration (Prop.-Suryakumari Vakalapudi)	Director & Promoter	Testing, Calibration, Consumable and Site Expenses Incurred	0.00	75.16	29.55	85.97	119.72
		Plot Rent	4.50	1.00	0.00	0.00	0.00
		Advance Given	104.85	66.38	8.92	18.34	11.66
		Advance Given Return	104.85	0	0.00	0.00	0.00
		Director Remuneration	2.25	1.50	0.00	0.00	0.00
		Rent Deposits	150	0.00	0.00	0.00	0.00
		Office Rent	3.24	3.60	0.00	0.00	0.00
Amulya	Relative of Director	Advance Given	0.00	15.69	16.58	10.64	0.95
P Srinivas Rao	Relative of Director	Advance Given	0.00	0.00	-7.00	5.35	2.40
V Tejswi	Relative of Director	Advance Given	0.00	0.00	1.77	0.89	1.61
V Ramu	Relative of Director	Site Expenses Incurred	0.00	12.81	4.86	8.47	0.00
		Advances Given	0.00	8.15	0.00	2.10	0.00
		Salary Expenses	9.45	7.93	1.93	7.14	1.10
Devi Kishore Carasala*	Past CFO	Salary Expenses	5.10	2.79	1.40	4.95	4.28
Deepak Kumar Laddha	CS	Salary Expenses	2.25	0.63	0.00	0.00	0.00
Mohammad Vajid	CFO	Salary Expenses	0.24	0.00	0.00	0.00	0.00

Shaikh**							
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Notes :

* Devi Kishore Carasala resigned as a CFO as on 2nd December 2024.

** Mohammad Vajid Shaikh appointed as a CFO w.e.f 3rd December 2024

List Company/entity owned or significantly influenced by directors, Key Management Personnels and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. Being the Proprietor of the firm he has Introduce Capital and Withdrawal

Annexure No. 30. Restated Statement of Segment Reporting:

Considering the Geographies of operation of the Company named business activity operates from the registered and corporate office at Bharuch the Information by Geographies as per segment disclosure under AS-17 are as under:

Based on the guiding principles given in Ind AS 108 on 'Operating Segments', the Company's business activity falls within a single operating segment, namely Operation and Maintenance, E&C works for installation and Maintenance of Gas based equipments. Accordingly, the disclosure requirements of Ind AS 108 are not applicable.

Annexure No. 31. Restated Statement of Capitalization:

(Rs. In Lakhs)

Particulars	Pre-Issue figures 31-12-2024	As Adjusted for the proposed issue
Debt		
Short Term Debt	1,215.06	1,215.06
Long Term Debt	9.32	9.32
Total Debt	1,224.37	1,224.37
Shareholder's Funds		
Share Capital	471.93	-
Reserve and Surplus-As Restated	719.75	-
Total Shareholder's Fund	1,191.68	-
Long Term Debt/Shareholder's Fund	0.01	-
Total Debt/Shareholder's Fund	1.03	-

Notes: (1) Short term Debts represent the debts which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.

(2) Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under "Other Current Liabilities".

Annexure No. 32. Restated Statement of Tax Shelter:

(Rs. In Lakhs)

Sr No.	Particulars	31-12-2024	2023-24
A	Profit before taxes as restated	275.43	301.48
B	Normal Corporate Tax Rate (%)	25.17%	25.17%
C	MAT Rate (%)	17.41%	17.41%
	Adjustments:		
D	Permanent Differences		
	Others	0.00	18.11
	Interest on Income Tax	0.00	0.00
	Donation	0.00	0.00
	Total Permanent Differences	0.00	18.11
E	Income Considered Separately	0.00	0.00
F	Timing Difference		
	Depreciation as per Books	14.92	13.08
	Depreciation as per Income Tax	-17.52	-23.44
	Others		0.30
	Total Timing Differences	-2.60	-10.06
G	Net Adjustment (D+E+F)	-2.60	-10.06
H	Tax Expenses / (Saving) thereon (G x B)	-0.65	-2.53
I	Income from other sources	0.00	0.00
J	Exempt Income	0.00	0.00

K	Income / (Loss) (A+G+I-J)	272.83	309.53
L	Brought Forward Loss Set off		
	- Ordinary Business Loss	0.00	0.00
	- Long Term Capital Loss	0.00	0.00
	- Unabsorbed Depreciation	0.00	0.00
	Total (L)	0.00	0.00
M	Allowable Deduction under the Income Tax Act	0.00	0.00
N	Profit/(Loss) as per Income tax (K-L)	272.83	309.53
O	Tax as per Normal Provision	68.67	77.91
P	MAT Credit Utilized	0.00	0.00
Q	Tax Liability, After Considering the effect of MAT Credit (O-P)	68.67	77.91
R	Book Profit as per MAT	275.43	301.48
S	Tax liability as per MAT (R x C)	47.95	52.49
	Current tax being higher of "O" or "S"	68.67	77.91
	Loss to be carried forward	0.00	0.00
	MAT credit entitlement	0.00	0.00
	Total Tax as per Return of Income (Before interest under section 234A, B and C of the Income Tax Act, 1961)	(Note-3)	(Note-3)
T	Tax paid as per "MAT" or "Normal Provision"	Normal Provision	Normal Provision

Notes:

The aforesaid statement of tax shelters has been prepared as per the restated standalone statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return of the respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc. has been adjusted in the tax liability of the year to which the liability pertains.

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 period ended on December 31, 2024 and for the year ended on March 31, 2024, March 31, 2023 and March 31, 2022. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "*Risk Factors*" beginning on page no. 20 of this Draft Prospectus, which discusses a number of 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 GAAP, 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 HP Telecom Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "*Restated Financial Statements*" for period ended on December 31, 2024 and for the Financial Years 2023-2024, 2022-23 and 2021-22, included in this Draft Prospectus beginning on page no.136 of this Draft Prospectus.

BUSINESS OVERVIEW

Our company specializes in providing assistance and support services in the Oil and Gas, Power and Energy Sectors. We focus on offering solutions such as project assistance, including Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC) and Operation & Maintenance (O&M) services. TEIL also specializes in turnkey and Gas stations for commercial applications. The company's ability to deliver reliable, cost-effective, and efficient solutions positions it as a key player in shaping the future of energy infrastructure across India. While we actively contribute to these industries through our expertise and services, we are not directly engaged in manufacturing or core operations within these sectors as on date of the Draft Prospectus. Our major clients are Corporates and PSU engaged in the making and supply of compressor for Gas and oil distribution.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:

After the date of last financial period i.e. December 31, 2024, there is no any significant development occurred in the Company except mentioned below.

1. The Board of the Company has approved to raise funds through Initial Public Offering in the board meeting held on January 02, 2025.
2. The members of the Company approved proposal of Board of Directors to raise funds through initial public offering in the Extra Ordinary General meeting held on January 23, 2025.
3. Rs. 2 crores Cash Credit Loan Sanctioned from Bank of Baroda on 22nd October, 2024 for the purpose of adhoc working capital facility, further adjusted and closed on 7th January, 2025.
4. Rs 19.64 lakhs Vehicle Term loan Sanctioned from Bank of Baroda on 02nd January, 2025 for the purpose of Purchase of Vehicle.
5. Rs. 2 crores Cash Credit Loan Sanctioned from Bank of Baroda on 09th January, 2025 for the purpose of adhoc working capital facility.
6. Rs 50.00 lakhs Personal Finance loan Sanctioned from Kotak Mahindra Bank on 31st March, 2025 for the purpose of Business.

KEY FACTORS AFFECTING THE RESULTS OF OPERATION:

Our Company's future results of operations could be affected potentially by the following factors:

1. Changes in Laws and Regulations that apply to our Industry.
2. Our ability to retain our key employees and other employees.
3. Our ability to grow our business
4. Our expertise in tending for the work of the PSUs
5. Any adverse legal Proceedings initiated against our promoters.
6. Changes in Fiscal, Economic or Political conditions in India.
7. Failure to comply with regulations prescribed by authorities of the jurisdiction in which we operate.
8. Competition with existing and new entrants.
9. The budgeted allocation of funds by the PSUs

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, “Annexure-4A” beginning under Chapter titled “Restated Financial Information” beginning on page no. 143 of the Draft Prospectus.

Financial performance of the stub period for the period ended on December 31, 2024		(₹ in lakhs)
Income from continuing operations	Amount	%
Revenue from operations		
Revenue from operations	4021.17	100.00
Total	4021.17	
Other Income	0.05	2.18
Total Revenue	4,021.22	
Expenses		
Cost of Material Consumed after adjusting the inventory	3247.11	80.75
Employee benefits expense	138.81	3.45
Finance Costs	87.03	2.16
Other expenses	257.92	6.41
Depreciation and amortisation expenses	14.92	0.37
Total Expenses	3,745.79	93.15
Restated profit before tax from continuing operations	275.43	6.85
Total tax expense	69.33	
Restated profit after tax from continuing operations (A)	206.10	5.13
EBDITA	377.38	9.38

Standalone Financial Performance

Income from Operations

Our company specializes in providing assistance and support services for projects in the Oil and Gas, Power and Energy. We focus on offering solutions such as project assistance, including Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC) and Operation & Maintenance (O&M) services. The total income for the stub period was ₹4021.17 Lakhs. The revenue breakup of the Company is O&M Service ₹3781.97 Lakhs, E&C Services ₹ 141.39 Lakhs and Instrument & SRV Calibration ₹94.44 Lakhs

Total Expenditure

The total expenditure for stub period ended on December 31, 2024 was ₹ 3745.79 Lakhs which is 93.15% of the total revenue for the stub period. The major expenditure which is part of the total expenditure is Cost of service rendered and Material Consumed of ₹3247.11 lakhs (80.75%), Employee Benefit Expenses of ₹138.81 lakhs (3.45%), Finance Cost of ₹87.03 Lakhs (2.16%) and Other Expenses of ₹ 257.92 lakhs (6.41 %).

EBIDTA

The EBDITA for the stub period was ₹377.38 lakhs representing 9.38 % of total Revenue.

Profit after Tax

The profit after Tax for the stub period was ₹206.10 lakhs representing to 5.13 % of the total revenue.

RESULTS OF KEY OPERATIONS

(₹ in lakhs)

Particulars	*31.03.2024	31.03.2023	31.03.2022
	Audited	Audited	Audited
Income from continuing operations			
Revenue from operations			
Manufacturing Turnover	4,002.08	2,457.90	2,431.27
Total Revenue	4,002.08	2,457.90	2,431.27
% of growth	62.83	1.10	
Other Income	7.33	1.18	0.91
% total Revenue	0.18	0.05	0.04
Total Revenue	4,009.41	2,459.08	2,432.18
	63.05	1.11	
Expenses			
Cost of Services Rendered and material consumed	3,019.53	1,764.02	1815.00
% of Revenue from operations	75.45	71.77	74.65
Employee benefits expense	240.00	193.54	189.5
% Increase/(Decrease)	24.01	2.13	
Finance Costs	94.88	74.46	61.87
% Increase/(Decrease)	27.42	20.35	
Other expenses	283.00	221.64	175.24
% Increase/(Decrease)	27.68	26.48	
Depreciation and amortisation expenses	20.40	32.87	27.13
% Increase/(Decrease)	(37.94)	21.16	
Total Expenses	3,657.81	2,286.53	2,268.74
% to total revenue	91.23	92.98	93.28
EBDITA	466.88	279.88	252.44
% to total revenue	11.64	11.38	10.38
Restated profit before tax from continuing operations	351.60	172.55	163.44
Total tax expense	94.41	44.86	42.49
Restated profit after tax from continuing operations (A)	257.19	127.69	120.95
% to total revenue	6.41	5.19	4.97

*The business of the proprietorship firm was taken over by the Company. The business in the proprietorship firm was carried on up to June 30, 2023. The results of the key operation for the year ended on March 31, 2024 includes the financial of the proprietorship firm up to June 30,203 and Financial of the Company up to March 31, 2024. The Company is dealing with corporates and PSUs hence the business which was given to the proprietorship firm also continue after June 30, 2023. The said business though carried on in proprietorship firm was combined in the business of the company considering the proprietorship firm was doing business on behalf of the Company.

COMPARISON OF F.Y. 2023-24 WITH F.Y. 2022-23:

Income from Operations

Our company specializes in providing assistance and support services for projects in the Oil and Gas, Power and Energy. We focus on offering solutions such as project assistance, including Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC), and Operation & Maintenance (O&M) services. In the F.Y. 2023-24, the Company's total revenue was ₹4002.08 Lakhs, which is increased by 62.83% in compare to total revenue from operations of ₹2457.90 Lakhs in F.Y. 2022-23. This growth is driven by an increase in the demand for O&M services and expanded client contracts on pan India basis in which we were not working in F.Y. 2022-23.

Break up of revenue

(₹in Lakhs)

Revenue Break up	FY 2024	FY 2023	FY 2022
O& M Service	3645.35	2166.28	1872.65
E& C Service	164.63	139.63	160.11
Instrument & SRV Calibration	84.58	81.21	53.25

Other	107.53	70.79	345.25
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Expenditure:

Cost of Services Rendered and material consumed

The Cost of services rendered and Material Consumed for F.Y. 2023-24 was ₹ 3019.53 Lakhs against the cost of services rendered and Material Consumed of ₹1764.02 Lakhs in F.Y. 2022-23. The cost of services rendered and material consumed was 75.45% of the total revenue from operations in F.Y 2023-24 as against 71.77% of total revenue from Operations in F.Y 2022-23. This rise is primarily due to higher procurement costs and an increase in service-related expenses.

Employee Benefits Expenses:

The employee expenses for FY 2023-24 amounted to ₹ 240.00 lakhs, compared to ₹ 193.54 lakhs in FY 2022-23, reflecting an increase of 24.01%. This rise in employee costs is primarily due to an expansion in the workforce to support the growing business volume.

Finance Cost:

The finance cost for FY 2023-24 stood at ₹ 94.88 lakhs, compared to ₹ 74.46 lakhs in FY 2022-23, reflecting an increase of 27.42%. This rise is attributed to the higher utilization of the working capital limit from banks. As of March 31, 2024, the outstanding short-term borrowings from banks amounted to ₹708.98 lakhs, compared to ₹ 411.01 lakhs as of March 31, 2023.

Other Expenses

Other expenses for FY 2023-24 increased to ₹283.00 lakhs, compared to ₹221.64 lakhs in FY 2022-23, reflecting a 27.68% rise. The major components of these expenses include Travelling Expense, petrol expense and food and hotel charges.

Depreciation and Amortisation Expenses:

The Depreciation for F.Y. 2023-24 was ₹20.40 Lakhs as compared to ₹32.87 Lakhs for F.Y. 2022-23. The depreciation decreased by 37.94% in F.Y. 2023-24 as compared to F.Y. 2022-23. The vehicle which was owned by the proprietor was not transferred to the Company hence the depreciation is reduced in FY 2023-24.

EBIDTA

The EBIDTA for F.Y. 2023-24 was ₹ 466.88 Lakhs as compared to ₹ 279.88 Lakhs for F.Y. 2022-23. The EBIDTA was 11.64% in F.Y. 2023-24 in compared to 11.38% in F.Y. 2022-23, showing improved operational efficiency.

Profit after Tax (PAT)

PAT is ₹257.19 Lakhs for the F.Y. 2023-24 in compared to ₹127.69 Lakhs in F.Y. 2022-23. The PAT was 6.41% of total revenue in F.Y. 2023-24 compared to 5.19% of total revenue in F.Y. 2022-23. The profit is increased on account of increase in the business by 62.83% in FY 2023-24 compared to FY 2022-23. The increase in profit is primarily attributed to business growth and improved cost efficiency.

COMPARISON OF F.Y. 2022-23 WITH F.Y. 2021-22:

Income from Operations

Our company specializes in providing assistance and support services for projects in the Oil and Gas, Power and Energy. We focus on offering solutions such as project assistance, including Annual Maintenance Contracts (AMC), Comprehensive Maintenance Contracts (CMC) and Operation & Maintenance (O&M) services. In the F.Y. 2022-23, the Company's total revenue was ₹2457.90 Lakhs, which is increased by 1.10% in compare to total income from operations of ₹2431.27 Lakhs in F.Y. 2021-22.

Break up of revenue

(₹in Lakhs)

Revenue Break up	FY 2023	FY 2022
O& M Service	2166.28	1872.65
E& C Service	139.63	160.11
Instrument & SRV Calibration	81.21	53.25
Other	70.79	345.25

Expenditure:**Cost of Services Rendered and material consumed.**

The Cost of Services Rendered and material consumed. For FY 2022-23 was ₹ 1764.02 lakhs, compared to ₹ 1815.00 lakhs in FY 2021-22. This accounted for 71.77% of the total revenue from operations in FY 2022-23 as against 74.65% in FY 2021-22.

Employee Benefits Expenses:

The employee expenses for FY 2022-23 amounted to ₹ 193.54 lakhs, compared to ₹ 189.50 lakhs in FY 2021-22, reflecting a 2.13% increase. This rise in employee costs was marginal.

Finance Cost:

The Finance Cost for the F.Y. 2022-23 was ₹ 74.46 Lakhs against the cost of ₹ 61.87 Lakhs in the F.Y. 2021-22 showing increase of 20.35%. The company had utilized more working capital limit of bank. The outstanding amount of short-term borrowings borrowed from bank in as on March 31, 2023 was ₹411.01 lakhs which was ₹110.53 lakhs as on March 31, 2022.

Other Expenses

Other Expenses increased to ₹221.64 Lakhs for F.Y. 2022-23 against ₹175.24 Lakhs in F.Y. 2021-22 showing increase of 26.48%. The major components of these expenses include Travelling Expense, petrol expense and food and hotel charges.

Depreciation and Amortisation Expenses:

The Depreciation for F.Y. 2022-23 was ₹32.87 Lakhs as compared to ₹27.13 Lakhs for F.Y. 2021-22. The depreciation increased by 21.16% in F.Y. 2022-23 as compared to F.Y. 2021-22. The depreciation in FY 2022-23 was increased on account of the addition of Vehicles, Machines and Furniture and Fixtures and Building premises in the FY 2022-23.

EBIDTA

The EBIDTA for F.Y. 2022-23 was ₹ 279.88 Lakhs as compared to ₹ 252.44 Lakhs for F.Y. 2021-22, The EBIDTA was 11.38% in F.Y. 2022-23 in compared to ₹10.38% in F.Y. 2021-22. The reason for increase in EBDITA was on account of reduction of Cost of Services Rendered and material consumed.

Profit after Tax (PAT)

PAT is ₹127.69 Lakhs for the F.Y. 2022-23 in compared to ₹ 120.95 Lakhs in F.Y. 2021-22. The PAT was 5.19% of total revenue in F.Y. 2022-23 compared to 4.97% of total revenue in F.Y. 2021-22. The reason for increase in PAT Margin was on account of reduction of Cost of Services Rendered and material consumed

CASH FLOW

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash from Operating Activities	48.60	-893.11	-77.27	244.76
Net cash flow from Investing Activities	-363.29	-183.03	-133.10	-40.47
Net Cash Flow Financing Activities	741.86	1093.93	215.78	-207.78

Cash flow December 31, 2024

The cash flow of operating activity was positive on account of reduction of current liabilities, Trade Receivables, trade payables and increase of inventory and trade receivables. The Company had invested in non-current assets mainly deposit to GIDC resulting in to Negative cash flow from investing activity. The Company had borrowed the funds from the bank for financing the increase in working capital requirement and issued further increase of share capital of the Company.

Cash flow March 31, 2024

The company has negative cash flow from operating activities on account of increase of Inventory, Trade Receivable and increase in trade payables and other current liabilities. The Company had invested in Fixed assets resulting in to Negative cash flow from investing activity. The Company had borrowed the funds from the bank and issued share capital for financing the increase in working capital requirement.

Cash flow March 31, 2023

The company has negative cash flow from operating activities on account of increase of Inventory, Trade Receivable and increase in trade payables and other current liabilities. The Company had invested in Fixed assets resulting in Negative cash flow from investing activity. The Company had borrowed the funds from the bank and issued share capital for financing the increase in working capital requirement.

Cash flow March 31, 2022

The Positive cash flow from operating activity was on account of change in working capital is less than the profit earned by the Company. The Negative cash flow from investing activity was on account purchase of fixed assets and the investment in mutual funds. The negative cash flow from financing activity was on account of repayment of borrowing and interest payment.

FREE CASH FLOW

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Cash flow From Operating Activates	-893.11	-77.27	244.76
Less: Purchase of Fixed Assets	152.93	138.32	54.46
Add: Long term Borrowings	0.00	23.42	-60.69
Add: Short term Borrowings	708.98	300.48	-71.98
Net of Tax Interest Amount	48.90	55.10	45.78
Free Cash Flow	-385.96	53.22	11.84

Calculation of Net of Tax Interest Amount

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Interest Amount	66.08	74.46	61.87
PAT	220.11	127.69	120.94
PBT	301.49	172.55	163.44
Income Tax (I-PAT/PBT)	0.26	0.26	0.26
Net of Tax Interest Amount	48.90	55.10	45.78

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 no.20 of this Draft Prospectus. To our knowledge, except as we have described in this Draft 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 on account of major activities derives from providing assistance and support services for projects in the Oil and Gas, Power and Energy.

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 no. 20 in this Draft 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 segment in which the issuer company operated.**
The Company is in the business of providing assistance and support services for projects in the Oil and Gas, Power and Energy, the relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page no. 81 of this Draft Prospectus.
8. **Status of any publicly announced new products or business segment.**
Our company is acquiring Natural Gas compressor package Equipment with Capacity 20000 SCMD to Operation of Gas Compressor and distribution services at gathering station for leasing out to Gas Stations operated by the big corporate or PSUs.

For further details, please refer to the chapter titled "Object of the Issue" and Business Strategies in the Business Overview section on page no. 60 and 105 of this Draft Prospectus.
9. **The extent to which business is seasonal.**
Our business is not seasonal.
10. **Any significant dependence on a single or few suppliers or customers.**
11. Our Company is not dependent on a single or few suppliers or customers.
12. **Competitive conditions.**
Competitive conditions are as described under the Chapters titled "*Industry Overview*" and "*Business Overview*" beginning on pages 81 and 92, respectively of this Draft Prospectus.

FINANCIAL INDEBTEDNESS

SECURED LOAN

(Rs. in Lakhs)

Name of the Lender	Credit Facility	Sanctioned Amount	Sanction Date	Outstanding Amount March 31,2025	Interest Rate per Annum (Interest Rates are linked to Reference Rate.	Repayment Terms	Security
Bank of Baroda	Cash Credit	980.00	May 13, 2024	1186.90	BRLLR (9.15 p.a.) + SP (0.25%) +1.25% i.e. 10.65% p.a.	12 Months	Primary Security Hypothecation of Stocks and Book Debts and Hypothecation of Equipments Lien on FDR (25% of Cash Margin for BG Limit) Secondary Security 1. Residential house at B/53, Navjivan Co-op. housing Society, RS No. 62/1, 62/3, 65/2 Shevashram Road, Nadalev village, Bharuch admeasuring 238.21 sq. mtrs. and construction thereon 95.25 sq. mtrs in the name of Proprietor Mr. Vakalapudi Shrinivas Rao. 2. Industrial land and Building having Plot No. 817, admeasuring area 1080.00 Sq mts. Construction 434.89 sq. mts. In the Patel Industrial Estate / Area (GIDC) consisting of Revenue Survey No. 96 Paiki 101, within the village limit of Palej Taluka, Bharuch in the name of M/s Surya Instruments & Calibration. 3. Extension of Equitable Mortgage of Residential Property at Plot No. A/14, Shantiniketan Society, opp. Company Bus Stop, Near Little Penguins School, Dahej By- Pass Road, Umaraj, Bharuch-392001 admeasuring area 172.12 sq. Mts in the name of
	Adhoc working capital	200.00*	October 22,2024			60 Days	
	Bank Guarantee	20.00	May 13, 2024	-	Commission Performance Guarantee – 0.20% p.m. +GST Financial Guarantee – 0.20% p.m.+ GST		

						Mr. Srinivasarao Vakalpudi and Mrs. Suryakumari Vakalpudi. 4. Industries Land having Plot No. 818, Admeasuring area 1000.00 sq. Mts in the Palej Industries Estate/Area (GIDC) consisting of Revenue Survey No. 101/P, within the village limits of Palej Taluka, Bharuch in the name of M/S Teja Engineering Services. 5. Residential property having plot No:118/3 of plot No .118, R S No. 171/2, 171/3, Block No. 159 T P Scheme No 61, (parvat-Godadra) F P No 147 of the society “Shreeji Nagar Society Vibhag-2” situated at Moje Village-Godadra, Sub Dictriect: Surat City (Udhna), Dist-Surat in the nae of Mrs. Suryakumari Vakalpudi having area of 44.59 Sq mts and construction thereon of Ground Floor+ First floor admesuring 57.51 Sq. Mts & Built Up Area: 69.01 Sq. Mts. Personal Guarantee a) Srinivasrao Vakalapudi b) Suryakumari Vakalapudi Corporate Guarantee a) Surya Instruments & Calibration b) M/s Teja Engineering Services
Total		1,000.00		1186.90		

*The said limit has been expired on March 08. 2025 as specified terms and condition in the sanction letter dated January 9, 2025, However the company is still utilizing the said limit. As on date aggregating sanction limit of CC limit is ₹1000.00 Lakh.

General Terms & Condition

1. All money advanced or to be advanced by the Bank will be utilized exclusively for the purpose set forth in application/project report submitted to the Bank. In case the advance is utilized or attempted to be utilized for any other purpose or if the Bank apprehends or has reasons to believe that the said loan is being utilized for any other purpose, the Bank shall have the right to recall the entire or any part of the loan / advance forthwith without assigning any reason thereof. Any deviation will be dealt with as per RBI guidelines
2. In case of taken over of facility, the Bank have right to recover the interest at applicable rate from first date of disbursement in addition to the pre-payment charges applicable on prepaid amount if any.
3. Borrower entity is not to raise any fresh loan, business loans, etc. from any bank/NBFCs etc. without getting NOC from the branch.
4. Share capital / unsecured loans/deposits / NWC to be maintained as estimated/projected and shall not be withdrawn at any point of time. Profit will be plough back fully. Short term funds are not to be diverted for

long term uses. In case of any shortfall in Net Working Capital (as compared to projections)/ contingency, the Firm should arrange additional Working Capital funds from own sources.

5. In stressed situation or restructuring of debt, the regulatory guidelines provide for conversion of debt to equity. The Bank on its discretion shall have the right to convert loan to equity or other capital in accordance with the regulatory guidelines.
6. Unsecured loans to be retained by the Company/Company till the currency of credit facilities to the firm. A certificate from the Chartered Accountant regarding the unsecured loans shall be obtained. Firm shall undertake not to effect/permit withdrawal of deposits by family members, friends or directors during the currency of the bank advance without prior approval of the bank. (It is to ensure that the raising of Paid-up Capital, Share Premium and Unsecured Loans is not from other associates/group concerns in which Bank has taken exposure and investments outside business in such concerns are not approved.) Company to ensure that Interest on unsecured loan from friends / relatives not to be paid more than the ROI being charged by the Bank.

During the tenor of advance, the Borrower Company and its directors/promoters/partners will not, without the permission of the Bank in writing:

- a) Implement any scheme of Expansion/Modernization / Diversification, except which are approved by our Bank.
- b) Formulate any scheme of Merger / Acquisition / Amalgamation/Reconstitution.
- c) Undertake any new project, implement any scheme of expansion or acquire fixed assets if such investment results into breach of financial covenants or diversion of working capital funds to financing of long-term assets.
- d) Any Change in the management set-up of the firm/firm/firm.
- e) Effect any change in the firm's capital structure where the shareholding of the existing promoter(s) gets diluted below current level or 51% of the controlling stake (whichever is lower), without prior permission of the Bank for which 60 days' prior notice shall be required.
- f) Pledge their share to other banks/FI's without prior permission of bank.

Penal Interest

The penal charge @ 2% p.a. shall be charged for any of the following defaults / irregularities

- Non/Delayed submission of monthly stock & book-debt statement and/or quarterly certified book-debt statement with in stipulated time, for period of delay from last scheduled date of submission.
- Non/Delayed submission of provisional / audited financials, CMA, I. T. returns, etc. for review of the facilities at least one month prior to due date.
- Non/Delayed submission of QIS statement. Pena interest will be levied for period of delay from last scheduled date of submission.
- Non/Delayed payment of invoked guarantee / devolved L/C.
- In the event of any breach/non-compliance of any major terms and condition of the sanction (at the discretion of the Bank)
- For the period of overdue interest/instalment in respect of Term Loans and over drawings above the drawing power/limit in Fund Based Working Capital accounts on account of interest/devolvement of letters of credit/bank guarantee, insufficient stocks and receivables etc.

Vehicle Loan

Name of the Lender	Credit Facility	Sanction Date	Sanctioned Amount (Rs. in Lakhs)	Outstanding Amount March 31, 2025 (₹. in Lakhs)	Interest Rate per Annum (Interest Rates are linked to Reference Rate.	Repayment Terms
Bank of Baroda	Vehicle Loan	November 16, 2024	9.56	8.62	10.65%	36 Months
Bank of Baroda	Vehicle Loan	January 02, 2025	19.64	18.71	10.65%	36 Months

Unsecured Loan

Name of the Lender	Credit Facility	Sanctioned Amount (Rs. in Lakhs)	Outstanding Amount March 31, 2025 (₹. in Lakhs)	Interest Rate per Annum (Interest Rates are linked to Reference Rate.	Repayment Terms
L&T Finance	Term Loan	35.00	20.78	17.00%	24 Months
Kotak Mahindra Bank	Personal Finance	50.00	48.89	15.00%	36 Months

OTHER FINANCIAL INFORMATION

Restated Statement of Accounting Ratios:

(Rs. In Lakhs)

Particulars	AS AT 31.12.2024	AS AT 31.03.2024	AS AT 30.06.2023	AS AT 31.03.2023	AS AT 31.03.2022
Net Worth (A)	1,191.68	672.07	426.27	379.94	285.94
Capital Employed (A1)	2,416.05	1,381.05	1,215.32	1,054.37	636.47
Restated Profit after tax	206.11	221.04	37.08	127.69	120.94
Less: Prior Period Item	0.00	0.00	0.00	0.00	0.00
Adjusted Profit after Tax (B)	206.11	221.04	37.08	127.69	120.94
Number of Equity Share outstanding as on the End of Year/Period (C)	47,19,300	45,10,300	13,23,600	11,00,800	9,89,000
Weighted average no of Equity shares at the time of end of the year (D)	45,11,063	45,10,300	13,23,600	11,00,800	9,89,000
Current Assets (E)	2,332.49	1,932.19	1,180.83	1,037.91	548.82
Current Liabilities (F)	1,555.75	1,421.38	892.36	782.95	309.89
Face Value per Share	10.00	10.00	10.00	10.00	10.00
EBITDA Ratio					
Profit before exceptional and extraordinary items and tax	275.43	301.49	50.11	172.55	163.44
Add: Finance Cost	87.03	66.08	28.80	74.46	61.87
Add: Depreciation	14.92	13.07	7.33	32.87	27.13
Add: Amortization Expenses	0.00	0.00	0.00	0.00	0.00
EBITDA	377.39	380.64	86.24	279.88	252.44
Earnings Per Share					
Restated Basic and Diluted Earnings Per Share	4.57	4.90	2.80	11.60	12.23
Other Ratio					
RONW - Return on Net worth (%) (PAT / Net worth)	17.30%	32.89%	8.70%	33.61%	42.30%
% Change in ratio	-47.41%	-	-74.12%	-20.55%	24.70%
ROCE - Return on Capital Employed % (EBIT / Capital Employed)	15.00%	26.61%	6.49%	23.43%	35.40%
% Change in ratio	-43.63%	-	-72.29%	-33.82%	81.52%
NAV Book Value (A/C) (Face Value of ₹ 10 Each)	25.25	14.90	32.21	34.51	28.91
% Change in ratio	69.46%	-	-6.69%	19.38%	12.98%
ROE - Return on Equity Ratio (%) (PBT / Networth)	23.11%	44.86%	11.75%	45.41%	57.16%
% Change in ratio	-48.48%	-	-74.12%	-20.55%	24.70%
Net Profit Ratio (%) (PBT / Turnover)	6.85%	9.54%	5.96%	7.02%	6.72%
% Change in ratio	-28.17%	-	-15.07%	4.43%	27.08%
Net Profit Ratio (%) (PAT / Turnover)	5.13%	6.99%	4.41%	5.19%	4.97%
% Change in ratio	-26.68%	-	-15.07%	4.43%	27.08%
Current Ratio (E/F)	1.50	1.36	1.32	1.33	1.77
% Change in ratio	10.22%	-	-0.18%	-25.15%	11.77%
Debt-Equity Ratio	1.03	1.05	1.85	1.78	1.23
% Change in ratio	-2.61%	-	4.28%	44.80%	-54.78%
Debt Service Coverage Ratio	3.83	5.76	0.73	1.92	1.88
% Change in ratio	-33.48%	-	-62.18%	2.20%	52.62%
Inventory turnover ratio -WIP (Turnover / WIP)	4.65	3.56	1.67	5.06	12.12
% Change in ratio	30.69%	-	-67.09%	-58.23%	32.98%

Trade Receivables Turnover Ratio (Turnover / Debtors)	4.62	4.44	1.80	6.59	16.17
% Change in ratio	4.17%	-	-72.64%	-59.25%	141.24%
Trade Payables Turnover Ratio (Turnover / Creditors)	812.96	19.90	5.06	129.17	173.40
% Change in ratio	3984.94%	-	-96.08%	-25.51%	1972.12%
Net Capital Turnover Ratio (Turnover / Capital Employed)	1.66	2.29	0.69	2.33	3.82
% Change in ratio	-27.30%	-	-70.34%	-38.97%	63.60%

1) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

2) Net Worth means the aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.

3) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures 1, 2, 3 and 4.

4) EBITDA represents earnings (or profit / loss) before interest, Extra ordinary items, income taxes, and depreciation and amortisation expenses.

Restated Statement of Capitalization:

(Rs. In Lakhs)

Particulars	Pre-Issue figures 31-12-2024	As Adjusted for the proposed issue
Debt		
Short Term Debt	1,215.06	1,215.06
Long Term Debt	9.32	9.32
Total Debt	1,224.37	1,224.37
Shareholder's Funds		
Share Capital	471.93	*
Reserve and Surplus-As Restated	719.75	*
Total Shareholder's Fund	1,191.68	*
Long Term Debt/Shareholder's Fund	0.01	*
Total Debt/Shareholder's Fund	1.03	*

Notes: (1) Short term Debts represent the debts which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.

(2) Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under "Other Current Liabilities".

SECTION VII – LEGAL AND OTHER REGULATORY INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding, (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct or indirect taxes; or (iv) other pending litigation, as per the Materiality Policy, in each case involving our Company, Promoters, Directors (collectively, the “Relevant Parties”).

In accordance with the Materiality Policy, all outstanding litigation involving the Relevant Parties, other than (i) criminal litigation, (ii) tax matters, (iii) statutory and regulatory actions, and (iv) disciplinary actions by SEBI or Stock Exchanges in the last five years against Promoters, would be considered ‘material’, if the monetary amount of claim made by or against the Relevant Party in any such outstanding litigation is in excess of ₹13.44 lakhs as 2% of Net worth as per the latest restated Financial statements or where the monetary liability is not quantifiable, if the outcome of any such pending litigation may have a bearing on the business, operations, performance, prospects or reputation of our Company (as determined by our Company).

For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board on March 15, 2025:

- A. Any pending litigation / arbitration proceedings (including claims related to direct or indirect taxes) (other than litigations mentioned in points (i) and (ii) above) involving our Company, and Group Company, shall be considered “material” for the purposes of disclosure in the Offer Documents, if:

(i) The aggregate monetary claim/ dispute amount/ liability involved in any such pending litigation/ arbitration proceeding is equivalent to or exceeds the lower of the following:

(a) two percent of turnover, for the most recent financial year as per the Restated Financial Information, being ₹63.23 lakh; or

(b) two percent of net worth, as at the end of the most recent financial year as per the Restated Financial Information, except in case the arithmetic value of the net worth is negative, being ₹13.44 lakh; or

(c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years as per the Restated Financial Information, being ₹19.45 lakh.

For the purpose of clause (c) above, it is clarified that the average of absolute value of profit or loss after tax is to be calculated by disregarding the ‘sign’ (positive or negative) that denotes such value.

ii) the monetary claim/ dispute amount/ liability in such proceedings, is not quantifiable or does not fulfil the threshold as specified in paragraph A.(i) above, the outcome of such proceedings, nonetheless, directly or indirectly, or together with similar other proceedings, have a material adverse effect on the business, operations, results of operations, prospects, financial position or reputation of our Company.

(iii) the decision in such proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such proceedings is equivalent to or exceeds the threshold as specified in paragraph A.(i) above, even though the amount involved in an individual proceeding may not be equivalent to or exceed the threshold as specified in paragraph A.(i) above.

For the Directors and Promoters of our Company

B. Any pending litigation / arbitration proceedings (other than litigations mentioned in points (i) and (ii) above), involving the Directors and Promoters of our Company shall be considered “material” for the purposes of disclosure in the Offer Documents, if the outcome of such proceedings could have a material adverse effect on the business, operations, results of operations, prospects, financial position or reputation of our Company, irrespective of the amount involved in such litigation. In the event any claims related to direct or indirect taxes involve an amount exceeding the threshold proposed in A.(i) above, in relation to the Directors and Promoters of our Company, individual disclosures of such tax matters have been included in this chapter.

As on the date of this Draft Prospectus, there are no outstanding (i) criminal proceedings and (ii) actions by statutory and / or regulatory authorities against our Key Managerial Personnel and members of Senior Management;

Further, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise

decided by the Board, not be considered as material litigation, until such time that a Relevant Party is impleaded as a defendant in any proceedings before any judicial / arbitral forum, or is notified by any governmental, statutory or regulatory or any judicial authority of any such proceeding that may be commenced.

Further in terms of materiality policy, a creditor of our Company, shall be considered to be material creditors, if amounts due to such creditor is equal to, or in excess of, ₹5.00 lakhs as per Company's restated financials for the purpose of identification of material creditors.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of date of this Draft Prospectus

A. LITIGATION INVOLVING OUR COMPANY

1. Litigation against our Company:

a. Litigation involving Criminal proceedings:

As on the date of this Draft Prospectus, there are no criminal proceedings against our Company.

b. Litigation involving Material Civil proceedings:

As on the date of this Draft Prospectus, there are no material civil proceedings against our Company.

c. Outstanding actions by Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated against our Company.

2. Litigation filed by our Company:

a. Litigation involving Criminal proceedings:

As on the date of this Draft Prospectus, no criminal proceedings have been initiated by our Company.

b. Litigation involving Material Civil proceedings:

As on the date of this Draft Prospectus, no material civil proceedings have been initiated by our Company.

c. Outstanding actions by Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated by our Company.

B. LITIGATION INVOLVING OUR PROMOTERS

1. Litigation against our Promoters:

a. Criminal Proceedings:

As on the date of this Draft Prospectus, there are no criminal proceedings against our Promoters.

b. Material Civil Proceedings:

As on the date of this Draft Prospectus, there are no material civil proceedings against our Promoters.

c. Outstanding actions Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated against our Promoters.

2. Litigation filed by our Promoters:

a. Criminal Proceedings:

As on the date of this Draft Prospectus, no criminal proceedings have been initiated by our Promoters.

b. Material Civil Proceedings:

As on the date of this Draft Prospectus, no material civil proceedings have been initiated by our Promoters.

c. Outstanding actions Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated by our Promoters.

C. LITIGATION INVOLVING OUR DIRECTORS (other than individual promoter)

1. Litigation against our Directors:

a. Criminal Proceedings:

As on the date of this Draft Prospectus, there are no criminal proceedings against our directors.

b. Material Civil Proceedings:

As on the date of this Draft Prospectus, there are no material civil proceedings against our directors.

c. Outstanding actions Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated against our Directors.

2. Litigation filed by our Directors:

a. Criminal Proceedings:

As on the date of this Draft Prospectus, no criminal proceedings have been initiated by our directors.

b. Material Civil Proceedings:

As on the date of this Draft Prospectus, no material civil proceedings have been initiated by our directors.

c. Outstanding actions Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated by our Directors.

D. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL

1. Litigation against our Key Managerial Personnel:

a. Criminal Proceedings:

As on the date of this Draft Prospectus, there are no criminal proceedings against our Key Managerial Personnel.

b. Outstanding actions Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated against our Key Managerial Personnel.

2. Litigation filed by our Key Managerial Personnel:

a. Criminal Proceedings:

As on the date of this Draft Prospectus, no criminal proceedings have been initiated by our Key Managerial Personnel.

b. Outstanding actions Statutory / Regulatory Authorities:

As on the date of this Draft Prospectus, no actions on Statutory / Regulatory Authorities has been initiated by our Key Managerial Personnel.

E. TAX PROCEEDINGS AGAINST OUR COMPANY, PROMOTERS, DIRECTORS, GROUP COMPANIES.

There are no claims related to direct and indirect taxes, involving our Company, Promoters, Directors, Group Companies and Subsidiary Companies:

(₹ In Lakhs)

Nature of Proceedings	Number of cases	*Amount involved
Our Company		
Direct tax	NIL	NIL
Indirect tax	NIL	NIL
Directors & Promoters		

Direct tax	NIL	NIL
Indirect tax	NIL	NIL
KMPs		
Direct tax	NIL	NIL
Indirect tax	NIL	NIL

F. OUTSTANDING DUES TO CREDITORS OF OUR COMPANY

As on December 31, 2024, our Company had 21 creditors, to whom a total amount of ₹ 88.68 lakhs were outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated March 15th, 2025, considered creditors to whom the amount due exceeds ₹ 5.00 lakhs as per our Company's restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at December 31, 2024, by our Company, are set out below and the disclosure of the same is available on the website of our Company at: www.tejaengineering.com.

Sn. no	Particulars	Amount Outstanding (₹ In Lakhs)
1	Amount due to Material Creditors: - a. Amount due to Micro and Small Enterprises. b. Amount due to other Than Micro and Small Enterprises.	71.09 -
2	Amount due to Other Creditors. a. Amount due to Micro and Small Enterprises. b. Amount due to other Than Micro and Small Enterprises.	12.64 4.95
	Total	88.68

As per Certificate issued by K.K. Haryani & Co. dated April 03, 2025 vide UDIN:25110780BMHSKU5205.

For further details please refer to the chapter titled "Reastated Financial Statements" beginning on page no. 136 of this Draft Prospectus.

G. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, Group Companies, our Promoters nor our Directors are or have been classified as a wilful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

H. MATERIAL DEVELOPMENTS SINCE THE DATE OF THE LAST AUDITED ACCOUNTS:

To our knowledge no circumstances have arisen since the date of the latest audited financials disclosed in this Draft Prospectus which may materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities within the next 12 months.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our business requires various approvals, licenses, registrations and permits issued by relevant Central and State regulatory authorities under various rules and regulations. For details, please refer to the chapter titled **“Key Industry Regulations and Policies”** beginning on page no. 111 of this Draft Prospectus.

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory, authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue 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 of the Company and the objects incidental, enable our Company to carry out its activities to provide service in India or abroad the business as all types of engineering works, fore coding jobs like all types of CNG system related electrical, instrumentation, mechanical and office works cash handling etc. along with Erection and commissioning and Operation and Maintenance and overhauling of CNG and of all types and models of reciprocating air and Natural Gas Compressor and CNG compressors, Annual maintenance contracts (AMC) & O&M Natural Gas Compressor Projects, and maintenance of CNG high pressure pipe lines of rotary equipment like Cooling Towers, Blow down Pumps. Centrifugal Pumps. Heat Exchangers, and Radiators, air compressors, GLC compressors, and CNG Mother stations and Gas based Power Projects, etc. and any other ancillary.

The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE ISSUE

The following approvals have been obtained or will be obtained in connection with the issue:

1. Our Board of Directors have, pursuant to a resolution passed in its meeting held on January 2, 2025 authorized the Issue subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013
2. The shareholders of our Company have, pursuant to a special resolution passed in the Extraordinary general meeting of our Company held on January 23, 2025 authorized the Offer under Section 62(1)(c) of the Companies Act, 2013
3. Our Company shall obtain in-principal approval from the stock exchange for the listing of our Equity Shares.

II. CORPORATE APPROVALS

- a. Certificate of Incorporation dated April 17, 2023 bearing Corporate Identification Number U33122GJ2023PTC140188 issued to our Company by the Registrar of Companies, Central Registration Centre in the name of **“Teja Engineering Industries Private Limited”**
- b. Fresh Certificate of Incorporation dated September 19, 2023 bearing Corporate Identification Number U33122GJ2023PLC140188 issued pursuant to conversion from Private Company to Public Company to **“Teja Engineering Industries Limited”** by the Registrar of Companies, Ahmedabad.

III. AGREEMENTS WITH NSDL AND CDSL

- a. The Company has entered into an agreement dated August 29, 2023 with the Central Depositories Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Kfin Technologies Limited for the dematerialization of its shares.
- b. The Company has entered into an agreement dated September 07, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited for the dematerialization of its shares.
- c. The Company’s International Securities Identification Number (“ISIN”) is INE0R1301019.

IV. TAX RELATED APPROVALS

Sr. No	Description	Authority	Registration No.	Date of Issue	Date of Expiry
1	Permanent account number (PAN)	Income Tax Department, Government of India	AAKCT0515G	October 02, 2023	Valid until cancel
2	Tax deduction account number (TAN)	Income Tax Department, Government of India	BRDT03329E	December 15, 2023	Valid until cancel
3	GST Registration Certificate	Government of India, Ghatak 55 (Bharuch)	24AAKCT0515G1ZN	October 19, 2023	Valid until cancel
4	Certificate of Professional Enrolment Tax	The Gujarat State Trade, Business and Employment Tax, 1976	21042080168	As per receipt dated October 10, 2023	Valid until cancel

V. BUSINESS AND LABOUR RELATED APPROVALS/ REGISTRATION/ CERTIFICATES

Our Company requires various other approvals to carry on our business in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals will be submitted in accordance with applicable procedures and requirements as and when required.

Sr. No.	Description	Authority	Registration No. /License No./ Certificate No.	Date of Issue/Renewal	Date of Expiry
1	Udyam Registration Certificate	Ministry of Micro, Small & Medium Enterprises (Government of India)	UDYAM-GJ-06-0038016	January 06, 2024	Valid Until Cancel
2	ISO 9001:2015*	RoyalCert International Registrars	06960/TEJ09D	December 29, 2022	December 28, 2025
	ISO 14001:2015*	RoyalCert International Registrars	06960/TEJ14D	December 29, 2022	December 28, 2025
	ISO 45001:2018*	RoyalCert International Registrars	06960/TEJ45D	December 29, 2022	December 28, 2025
3	Employees State Insurance Certificate (ESIC)	Employees State Insurance Corporation	38620303520010606	May 01, 2024	Valid Until Cancel
4	Employees Provident Fund (EPF)	Ministry of Labour and Employment	SRBRH0032838000	June 26, 2024	Valid Until Cancel
5	Factory License (Consent to Operate)**	Directorate of Industrial Safety and Health (Labour Department), Surat	Registration No. 2362/251222024 License No. 56322	November 28, 2024	December 31st, 2033
6	Legal Entity Identifier (LEI)	India LEI	894500JK9EQU4HAWS574	April 09, 2024	April 09, 2026
7	Petroleum &	Ministry of	CPS97482	January 09,	December

	Explosives Safety Organization (PESO) Certificate*	Commerce & Industry		2025	29, 2026
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**The Certificate is in the name of Teja Engineering Services a Proprietary firm, and the Company is in process to make an application for Change in name*

***Company has obtained Factory License but the premises will not be utilized as Factory and shall be utilized for storage and training purpose only.*

VI. INTELLECTUAL PROPERTY APPROVAL

As on the date of this Draft Prospectus, the Company has not applied for intellectual property trademark registration:

Sr. No	Brand Name/ Logo Trademark	Class	Nature of Trademark	Applicant	Application No. & Date	Status
1		7	DEVICE	Teja Engineering Industries Limited	6623381 & 13/09/2024	Formalities Chk Pass
2		11	DEVICE	Teja Engineering Industries Limited	6623383 & 13/09/2024	Formalities Chk Pass
3		42	DEVICE	Teja Engineering Industries Limited	6623384 & 13/09/2024	Formalities Chk Pass

VII. KEY APPROVALS THAT HAVE EXPIRED AND FOR WHICH RENEWAL APPLICATIONS HAVE BEEN MADE

There are no such key approvals which have expired and for which renewal applications have been made as on the date of this Draft Prospectus.

VIII. KEY APPROVALS APPLIED FOR BY OUR COMPANY BUT NOT RECEIVED

There are no such key approvals Applied by our company on the date of this Draft Prospectus except as mentioned below.

Sr.no	Description	Authority	Application No	Date of Application
1	Fire Safety Plan Approval	Gujarat Municipal Corporation	2025/00107222	January 31, 2025

IX. THE DETAILS OF DOMAIN REGISTERED BY OUR COMPANY ARE: -

Sr. No.	Domain Name and ID	Creation Date	Registry Expiry Date
1	tejaengineering.com	August 16, 2024	August 15, 2025

X. KEY APPROVALS REQUIRED BUT NOT OBTAINED OR APPLIED FOR BY OUR COMPANY

There are no such key approvals required but not obtained or applied for as on the date of this Draft Prospectus.

FINANCIAL INFORMATION OF OUR GROUP COMPANIES

As per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the purpose of identification of Group Companies in relation to the disclosure in Offer Documents, our Company has considered the companies with which there have been related party transactions in the last three years which is covered under the applicable Accounting Standard (Accounting Standard 18 and Indian Accounting Standard 24) as per the Restated Financial Statements of our Company. Further in addition to it, pursuant to a resolution of our Board dated March 06, 2025 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if any such company is an Associate Company of our Company or our Company is an Associate Company of such Company.

Based on the above, our Company does not have any group company as on the date of this Draft Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on January 02, 2025, subject to the approval of shareholders of our Company through a special resolution to be passed pursuant to Section 62(1)(c) vis-à-vis of the Companies Act, 2013.

The shareholders of our Company have authorised the Issue by a special resolution passed pursuant to Section 62(1) (c) vis-à-vis of the Companies Act, 2013 at the EGM of our Company held on January 23, 2025.

We have received In- Principle Approval from NSE Emerge vide their letter dated [•] to use the name of NSE in the Prospectus for listing of our Equity Shares on SME Platform of NSE Emerge. NSE is the Designated Stock Exchange.

PROHIBITION BY SEBI

Our Company, Promoters, Promoter Group and Directors are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

CONFIRMATION

1. Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Prospectus.
2. Our directors are not in any manner associated with the securities market and no action has been taken by the SEBI against any of the Directors or any entity with which our Directors are associated as promoters or directors in past (5 five) years.

DECLARATION AS WILFUL DEFAULTERS & FUGITIVE ECONOMIC OFFENDER

Neither our Company, our Promoters, our directors, have been identified as a willful defaulter or a fugitive economic offender by the RBI or other government authorities.

ELIGIBILITY FOR THE ISSUE

Our company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is not more than ten crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Platform", in this case being the "NSE Emerge"). Our Company also complies with eligibility conditions laid by SME Platform of NSE Emerge for listing of Equity Shares.

We confirm that:

1. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, the lead manager shall ensure that the issuer shall file copy of the draft Prospectus/prospectus with SEBI along with Due Diligence certificate including additional confirmations as required at the time of filing the Draft Prospectus/Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please see “General Information” on page no. 41 of this Draft Prospectus.

3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four working days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of four days, be liable to unblock such application money with interest as prescribed under the SEBI Regulations, the Companies Act, 2013 and applicable laws.
4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “General Information” on page no. 41 of this Draft Prospectus.
5. There are no other agreements/ arrangements and clauses / covenants in the agreements entered into by our Company, which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Prospectus.
6. There are no findings/observations of any of the inspections by SEBI or any other regulators which are material, and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.
7. There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Issue or this Prospectus.

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

1. The issuer should be a Company incorporated Under Companies Act, 1956/2013

Our Company is incorporated on April 17, 2023 under the Companies Act, 2013

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.

The post issue paid up capital (face value) of the Company will be upto ₹ [●] Crore, less than ₹25 crores.

3. Track Record

(A) The Company should have Track Record of at least 3 years.

The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years. In case of an issuer, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document: Provided that the restated financial statements of the issuer company prepared post conversion shall be in accordance with Schedule III of the Companies Act, 2013.

Our Company and Our Managing Director Srinivasarao Vakalapudi’s, Sole Proprietorship “*Teja Engineering Services*” have a (combined) track record of at least 3 years as on date of filing Draft Prospectus.

(B) The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

(₹ in lakhs)

Particulars	COMPANY		PROPRIETORSHIP FIRM		
	December 31, 2024	March 31, 2024	June 30, 2023	March 31, 2023	March 31, 2022
Operating profit (EBIDT) from operations for at least any 2 out of 3 financial years.	377.39	380.64	86.24	279.88	252.44
Net worth as per Restated Financial statement	1191.68	672.07	426.27	379.94	285.94

Note: Figures of June 30 2023, March 31, 2023 and March 31, 2022 is considered from the Audited Financial Statement of as M/s. Teja Engineering Services, which is takeover by the company as the terms and condition mentioned in the Agreement date July 17, 2023.

(C) The company should have positive free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

Particulars	For the Year March 31, 2024	For the Year March 31, 2023	For the Year March 31, 2022
Net Cash flow from Operations	(893.10)	(77.27)	244.76
Less- Purchase of Fixed Assets (Net of sale proceeds of Fixed Assets)	(152.94)	(138.31)	(54.46)
Add- Net Total Borrowings (net of repayment)	708.98	323.91	(132.67)
Less- Interest expense x (1-T)	(48.90)	(55.10)	(45.78)
Free cash flow to Equity (FCFE)	(385.96)	53.23	11.85

4. Other Requirements:

We confirm that

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

There is no winding up petition against the company that has been admitted by the NCLT/ Court and accepted by a 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 the company.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the NSE Emerge.

5. Disclosures

We confirm that;

- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.
- There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

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

- As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:
- The Draft Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the EMERGE platform. NSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated September 07, 2023 with NSDL and agreement dated August 29, 2023 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue share capital of our Company is fully paid-up and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The Equity Shares held by the Promoters are dematerialized.
- There is no change of promoter of the issuer or there are no new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, in the preceding one year from date of filing application to NSE for listing on Emerge Platform of National Stock Exchange of India Limited.

- There is no offer for sale by selling shareholders.
- The Objects of our Company does not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

As per Regulation 230 (2) of the SEBI ICDR Regulations, our Company has ensured that:

- The amount for general corporate purposes, as mentioned in objects of the issue in the Draft Prospectus does not exceed fifteen per cent of the amount being raised by our Company or ₹10 crores, whichever is less.

SEBI DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT 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 SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE LEAD MERCHANT BANKER, INTERACTIVE FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER INTERACTIVE FINANCIAL SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED APRIL 07, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/OFFER DOCUMENT.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30, 32 AND SECTION 33 OF THE COMPANIES ACT, 2013.

Disclaimer Clause of the NSE Emerge 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 [•] 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 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 Promoter, 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.

CAUTION- DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE LM

Our Company, our Directors, and the LM accept no responsibility for statements made otherwise than in this Draft 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.tejaengineering.com or any website of any affiliate of our Company, any of the Group Companies, would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement entered into between the Underwriters, and our Company. All information shall be made available by our Company and the LM to the public and investors at large including our website: www.tejaengineering.com, www.ifinservices.in would be doing so at their own risk 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.

None among our Company, or any member of the Syndicate is liable for any failure in uploading the Applications due to faults in any software/ hardware system or otherwise; the blocking of Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

DISCLAIMER IN RESPECT OF JURISDICTION

This issue 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 authorised 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 the applicable trust law and who are authorized under their constitution to hold and invest in shares, any FII sub – account registered with SEBI which is a foreign corporate or foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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 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 Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. 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.

LISTING

The Equity Shares offered through the Draft Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE EMERGE”). NSE EMERGE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being Issued.

If the permission to deal in the Equity Shares is not granted by NSE EMERGE, our Company will forthwith repay, without interest, all monies received from the Applicants in pursuance of the Draft Prospectus will be liable to reimburse our Company for such repayment of monies, on its behalf. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

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 of Companies Act, 2013”

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

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

The written consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers’ to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter, Registrar to the Issue, Market Makers and Banker’s to Issue & Sponsor Bank to act in their respective capacities have been obtained.

Above consents will 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 have not been withdrawn up to the time of filing of the Prospectus for registration with the ROC. – **NOTED FOR COMPLIANCE**

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. K. K. Haryani & Co., Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, restated financial statements dated April 03, 2025 and M/s. K. K. Haryani & Co, Statutory Auditor of the company have agreed to provide statement of Tax Benefits dated April 03, 2025, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

Further, such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus. – **NOTED FOR COMPLIANCE**

EXPERT OPINION

Except for Peer Review Auditors' reports on the restated financial statements and Statement of Tax Benefits issued by, M/s. K K Haryani & Co., Chartered Accountants; we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Company has not made any Public or Rights issue (in which public is involved) during last five years.

COMMISSION OR BROKERAGE

We have not made any public issue in last five years. Hence, no sums have been paid or payable as Commission or Brokerage.

COMMISSION PAYABLE TO SCSBS

The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them. However, in case, where ASBA Application Form are being procured by Syndicate Members / sub syndicate, then selling commission would be payable to Syndicate Members / sub syndicate and for processing of such ASBA Application Form, SCSBs would be given a prescribe fee of ₹ 10/- per ASBA Application Form processed by them.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

PERFORMANCE VIS-À-VIS objects;

Except as stated in the chapter titled "*Capital Structure*" beginning on page no. 50 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last 5 years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

None of our Group Companies and Promoter Group Companies have their equity shares listed on any stock exchange.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by [Interactive Financial Services Ltd.](http://www.ifinservices.in), as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Lead Manager at www.ifinservices.in.

Disclosure of Price Information of Past Issues Handled By [Interactive Financial Services Ltd](http://www.ifinservices.in)

Disclosure Of Price Information of Past Issues Handled By Interactive Financial Services Ltd

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
MAIN BOARD IPO								
1.	SRM Contractors Limited*	130.20	210	April 03,2024	215.25	-5.17% (+0.59%)	-15.00% (+7.61%)	+25.86% (+15.05%)
SME IPO								
2.	Crop Life Science Limited (NSE EMERGE)	26.73	52	August 30, 2023	55.95	-20.00% (+0.91%)	-19.23% (+2.80%)	-9.13% (+14.34%)
3.	Vivaa Tradecom Limited (BSE SME)	7.99	51	October 12, 2023	40.80	-45.49% (-2.26%)	-41.18% (+7.50%)	-39.31% (+12.55%)
4.	Vrundavan Plantation Limited (BSE SME)	15.30	108	November 06, 2023	107.00	-42.59% (+6.68%)	-50.93% (+10.43%)	-51.85% (+13.73%)
5.	Kalaharidhaan Trendz Limited (NSE Emerge)	22.49	45	February 23, 2024	47.15	-7.78% (-0.94%)	+4.67% (+1.73)	-10.89% (+11.19%)
6.	Teerth Gopicon Limited (NSE Emerge)	44.39	111	April 16,2024	125.00	+99.41% (+0.24%)	+301.67% (+11.01%)	+368.56% (+13.46%)
7.	DCG Cables and Wires Limited (NSE Emerge)	49.99	100	April 16,2024	90.00	-4.45% (+0.24%)	+48.65% (+11.01%)	+40.05% (+13.46%)
8.	Winnny Immigration &Education Services Limited (NSE Emerge)	9.13	140	June 27, 2024	240.00	+107.29% (+3.29%)	+87.14% (+5.71%)	+118.57% (-1.90%)
9.	Kataria Industries	57.57	96	July 24, 2024	182.40	+94.48% (+1.66%)	+126.98% (+1.54%)	+44.11% (-4.35%)

	Limited (NSE Emerge)							
10.	Kizi Apparels Limited (BSE SME)	5.58	21	August 06, 2024	23.15	+95.71% (+4.78%)	+41.95% (+0.24%)	+11.43% (-68.69%)
11.	SPP Polymer Limited (NSE Emerge)	24.49	59	September 17, 2024	63.00	-27.37% (-1.76%)	-36.86% (-2.95%)	-64.32% (-11.45%)
12.	Malpani Pipes and Fittings Limited (BSE SME)	25.92	90	February 04, 2025	85.90	-31.93% (-6.18%)	NA	NA
13.	HP Telecom India Limited (NSE Emerge)	34.23	108	February 28, 2025	115.05	+13.52% (+4.71%)	NA	NA

Sources: All share price data is from www.nseindia.com and www.bseindia.com

*Designated stock Exchange of SRM Contractors Limited is NSE Limited.

Note:

1. The BSE Sensex is considered as the Benchmark Index
2. Prices on BSE are considered for all of the above calculations
3. NA where the periods are not completed
4. NIFTY50 has considered as the benchmark index of NSE.

As per SEBI Circular No.CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPOs	Total Funds raised (₹ in cr.)	Nos. of IPOs trading at discount as on 30 th calendar day from listing date			Nos. of IPOs trading at premium as on 30 th calendar day from listing date			Nos. of IPOs trading at discount as on 180 th calendar day from listing date			Nos. of IPOs trading at premium as on 180 th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	6	231.17	2	2	NA	1	NA	1	3	1	NA	1	NA	1
2023-24	7	173.87	1	2	3	NA	NA	1	1	1	3	1	NA	NA
2024-25	9	378.49	NA	2	2	4	NA	1	1	NA	NA	2	3	1

Track Record of past issues handled by Interactive Financial Services Limited

For details regarding track record of the Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: www.ifinservices.in.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process and UPI may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, 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) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 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.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on January 23, 2025. For further details, please refer the chapter titled "*Our Management*" on page no. 128 of Draft Prospectus.

Our Company has also appointed Deepak Kumar Laddha as the Company Secretary and Compliance Officer of our company, for this Issue he may be contacted in case of any pre-issue or post-issue related problems at the following address:

Deepak Kumar Laddha
Teja Engineering Industries Limited

Registered Address: A/14 Shantiniketan Society, N/R Shravan Chokdi, Bharuch, Gujarat, India, 392001

Tel/Mob. No: 02642-239705

Website: www.tejaengineering.com

E-mail: info@tejaengineering.com

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of this Draft 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 Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), the RBI, RoC and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchange(s), the RoC and / or any other authorities while granting its approval for the Issue.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by IIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and IIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“UPI Phase III”). **Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.**

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association of our Company” beginning on page no. 236 of this Draft Prospectus.

Authority for the Present Issue

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 02, 2025 and approved by the shareholders of our Company vide a special resolution at the Extra Ordinary General Meeting held on January 23, 2025 pursuant to section 62(1)(c) of the Companies Act.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation 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. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled "Dividend Policy" and "Main Provisions of Article of Association" beginning on page no 135 & 236 respectively of this Draft Prospectus.

Face Value and Issue Price

The face value of the Equity Shares is ₹10 each and the Issue Price is ₹ [●] per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis for Issue Price" beginning on page no. 71 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares. At any given point of time there shall be only one (1) denomination of Equity Shares of our Company, subject to applicable law.

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 the Articles of Association, the Equity 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;
- 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 other preferential claim being satisfied;
- Right of free transferability subject to applicable law, 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 the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Main Provisions of Articles of Association" beginning on page no. 236 of this Draft Prospectus.

Minimum Application Value; Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by Emerge Platform of 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 in terms of the SEBI circular No. CIR/MD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than 2 lots Per application: “Provided that the minimum application size shall be above ₹2 lakhs.”.

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 Issue and the monies collected shall be refunded within Two (02) Working days of closure of Issue. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) 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 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 any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

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 Applicants, 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 to 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/transfer/alienation 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 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 transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Offer

ISSUE OPENS ON [●]
ISSUE CLOSES ON [●]

- *In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.*
- *In terms of Regulation 266(3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of sub-regulation 266(1).*

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) Working Days from the Offer Closing Date, the Issuer shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding Four (4) Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

In case of

- I. any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked.
- II. any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock;
- III. any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock;
- IV. any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Draft Prospectus may result in changes in the timelines.

Submission of Application Forms:

Issue period (except the Issue Closing Date)	
Submission and Revision of Application Form	Only between 10.00 a.m. and 5.00 p.m. IST
Issue Closing Date	
Submission and Revision of Application Form	Only between 10.00 a.m. and 3.00 p.m. IST

On the Issue Closing Date, for uploading the Application Forms:

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Individual Investors which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by LMs to the Stock Exchanges.

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 03.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with SEBI (ICDR) Regulations, 2018, 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 Investors can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Individual Investors, in this Issue 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 Application Form, for a particular Applicant, the details as per the file received from Emerge Platform of NSE may be taken as the final data for the purpose of Allotment.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Draft Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Draft Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Two (02) Working Days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a.).

The minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

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, 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 Limited.

Withdrawal of the Issue.

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue and price band advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is registered with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Draft Prospectus.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page no. 50 of the Draft 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 the Articles of Association" beginning on page 236 of the Draft Prospectus.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Platform on a later date subject to the following:

- a) If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid-up Capital of our company is more than ₹ 10 crores and the capitalization of our equity is more than ₹25 crores and our company have been listed on SME Platform for at least two years, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.
- c) Shall comply with the conditions laid down by the Stock Exchanges time to time.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the issuer may undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s)

Market Making

The shares offered through this issue is proposed to be listed on the Emerge Platform of NSE Limited (Emerge Platform), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the Emerge Platform of NSE Limited for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus.

For further details of the agreement entered into between the company, the Lead Manager and the Market Maker please see “General Information” beginning on page no. 41 of the Draft Prospectus.

New Financial Instruments

As on the date of this Draft 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 Issue. Further, our Company is not issuing any new financial instruments through this Issue.

Allotment of Equity Shares in Dematerialized Form

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, 2018 the trading of the Equity Shares shall only be in dematerialised form for all investors.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing the Draft Prospectus:

- Tripartite agreement dated August 29, 2023 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated September 07, 2023 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. 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.

Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be offered is not less than the price at which the equity shares are issued to residents. 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 foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange

Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ten crore rupees and upto twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME platform of National Stock Exchange of India Limited ("NSE EMERGE")). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page no. 193 and 203 respectively of this Draft Prospectus.

Public Issue of upto 17,00,000 fresh Equity Shares of Face Value of ₹ 10.00/- each fully paid (The "Equity Shares") for cash at a price of ₹ [●] per Equity Shares (including a premium of ₹ [●] per equity share) aggregating to Rs. [●] Lakhs ("the offer") by our company.

Particulars	Net Issue to Public	Market Maker reservation portion
Number of Equity Shares	[●] * Equity Shares	[●] Equity Shares
Percentage of Issue Size available for allocation	[●] % of the Issue Size [●] % of the Post Issue Paid up capital	[●] % of the Issue Size [●] % of the Post Issue Paid up capital
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of [●] Equity Shares and Further allotment in multiples of [●] Equity Shares each. For further details, please refer to the section titled "Issue Procedure" on page 203 of this Draft Prospectus.	Firm Allotment
Mode of Application	Individual Investors may apply through UPI Payment Mechanism. All other applicants and Individual Investors (whose bank do not provide UPI Payment facility) shall apply through ASBA Only.	Through ASBA mode Only.
Minimum Application Size	<u>For Other than Individual Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares more than two lots. <u>For Individuals Investors who applies for minimum application size:</u> Such number of equity shares where application size is of at least [●] Equity Shares.	Up to [●] Equity Shares
Maximum Bid	<u>For Other than Individual Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●] Equity Shares subject to adhere under the relevant laws and regulations as applicable. <u>For Individuals Investors who applies for minimum application size:</u> Such number of Equity Shares shall be above two lots. Accordingly, the minimum application size shall be above ₹200,000	Up to [●] Equity Shares
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Maker may accept odd lots if

Particulars	Net Issue to Public	Market Maker reservation portion
		any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of payment	In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

*As per the Regulation 253, sub regulation (3) of the SEBI (ICDR) Regulations 2018, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to individual investor who applies for minimum application size; and
- b) remaining to:
 - (i) Individual applicants who applies for more than minimum application size; and
 - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation. - For the purpose of sub-regulation (3), if the category of individual investors who applies for minimum application size is entitled to more than fifty per cent. of the issue size on a proportionate basis, such individual investors shall be allocated that higher percentage.

Note:

1. In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of 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 joint holders.
2. Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.
3. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details, please refer chapter titled "Issue Procedure" beginning on page no. 203 of this Draft Prospectus.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (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 bids in cases of individual, multiple bids 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.

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 through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications 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 Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Individual Investors (“UPI Phase III”), is prescribed by SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from issue opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

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 Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their application are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form. Further, the Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Pursuant to the SEBI ICDR Regulations, 2018 the ASBA process is mandatory for all investors excluding Anchor Investors and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Application forms. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 (“UPI Circular”) in addition to ASBA Process has introduce an alternate payment mechanism using Unified Payments Interface (“UPI”), consequent reduction in timelines for listing in a phased manner. Further, SEBI vide its circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 has notified Phase II for detail implementation refers below “Phased implementation of Unified Payments Interface”. Applicants applying through the ASBA process or UPI Mechanism should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs hence applicant shall ensure that ASBA Bank Account has sufficient Balance.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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 <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by Stock Exchange to act as intermediaries for submitting Application Forms are provided on the website of the Stock Exchange. For details on their designated branches for submitting Application Forms, please refer the above-mentioned Stock Exchange website.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. 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 RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue 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 the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an II 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 Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public Issue closure to listing is proposed to be reduced to three working days.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

Fixed Price Issue Procedure

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Individual Applicants who applies for minimum application size and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Individual Investors Category where Allotment to each Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Individual Investors Category, 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 Lead Manager and the Stock Exchange.

The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form.

In case of Non-Institutional Applicants and Individual Investors, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number / UPI ID (for II Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Availability of Draft Prospectus/Prospectus and Application Forms

Copies of the Application Form and the Draft prospectus / Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus / Prospectus. All the Applicants (other than Anchor Investor and Individual Investor using UPI Payment Mechanism) shall mandatorily participate in the Issue only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centers only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

*Excluding electronic Application Form.

**Application Forms will also be available on the website of the NSE (www.nseindia.com). Same Application

Form applies to all ASBA Applicants/ Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than IIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a IIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. For IIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to IIs for blocking of funds.

Submission and Acceptance of Application Form

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, 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)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	Registrar to an issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

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.

Designated Intermediaries shall submit Application Forms to SCSBs only

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchanges(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). 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 Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid 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. 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

Stock exchange(s) 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.

Who can apply?

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non-Institutional Investors (NIIs) category;
- Mutual Funds registered with SEBI;
- VCFs registered with SEBI;
- FVCIs registered with SEBI;
- Multilateral and bilateral development financial institutions;
- State Industrial Development Corporations;
- Insurance companies registered with Insurance Regulatory and Development Authority;
- Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
- Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
- Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;
- Nominated Investor and Market Maker
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by associates/affiliates of Lead Manager

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

Option to Subscribe to the Issue

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialised subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

Application by HUF

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Application by Mutual Funds

Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. 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 (1) 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.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their Application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single 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

Application by Indian Public including eligible NRIs applying on Non-Repatriation

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 (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), 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.

Application by Eligible NRIs/FII's on Repatriation Basis

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying 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") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme ("PIS") is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

Application by FPIs

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue 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 our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the 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 (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue 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. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

Application by SEBI registered VCFs, AIFs and FVCIs

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) Investee Company. A category III AIF cannot invest more than 10% of their investible funds in one (1) Investee Company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Application by provident funds/ pension funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, 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 attached to the Application Form. Failing this, our Company reserves the right to reject their application, without assigning any reason thereof

Application 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 Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Application by Banking Companies

In case of Application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the “Banking Regulation Act”), and the Master 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 by a banking company in subsidiaries and other entities engaged in financial and non-financial services company 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.

Application by Insurance Companies

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

Application by SCSBs

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 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 SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

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 Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

Application by Systemically Important Non-Banking Financial Companies

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Application under Power of Attorney

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of ₹ 2,500 Lakhs and pension funds with a minimum corpus of ₹ 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- With respect to Applications made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 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.
- With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- Our 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 our Company and the Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories

Application by OCBs

In accordance with RBI regulations, OCBs cannot participate in this Issue.

Maximum and Minimum Application Size

1. For Individual Investors

The Application must be for a minimum of [•] Equity Shares so as to ensure that the Application Price payable by the Applicant is above Rs 2,00,000. In case of revision of Applications, the Individual Investors have to ensure that the Application Price is greater than Rs 2,00,000. As the application price payable by the Individual Investors should be above Rs. 2,00,000.

2. For Other than Individual Investors (Non-Institutional Investors and QIBs):

The Application must be for a minimum of such number of Equity Shares in multiples of [•] Equity Shares such that the Bid size exceeds 2 lots. An application cannot be submitted for more than the Net Issue 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 Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

3. Minimum Bid Lot: [•] Equity Shares

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 Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

ASBA Process

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 Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft 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.

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Resident Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

- On T Day, Registrar 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.
- Registrar identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- Registrar prepares the list of final rejections and circulate the rejections list with LM / Company for their review/ comments.
- Post rejection, the Registrar submits the basis of allotment with the Stock Exchange.
- The Stock Exchange, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The Registrar 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 Registrar 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 Stock Exchange is

3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.

- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the Registrar 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.

CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1, 2019 in Phase II, IIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Individual Investor (II)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	IIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds
Non- Institutional Investor (NII) including Qualified Institutional Buyer (QIB)	For such applications the existing process of uploading the Application and blocking of funds in the IIs account by the SCSB would continue		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds	Not Applicable

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB 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 Branch of the SCSB 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 into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue 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.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY INDIVIDUAL INVESTOR

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a II would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

Application and validation process

- a. submission of the application with the intermediary, the II would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- b. II will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- c. The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform
- d. Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of II with the depository.
- e. Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- f. SMS from exchange to II for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the II regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day

The Block Process

- a. Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with IIs UPI ID, with the Sponsor Bank appointed by the issuer.
- b. The Sponsor Bank will initiate a mandate request on the II i.e. request the II to authorize blocking of funds equivalent to application amount and Subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date ("Cut-Off Time"). Accordingly, IIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- c. The request raised by the Sponsor Bank, would be electronically received by the II as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- d. The II would be able to view the amount to be blocked as per his / her Application in such intimation. The II would also be able to view an attachment wherein the IPO Application details submitted by II will be visible. After reviewing the details properly, II would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a onetime mandate for each application in the IPO.
- e. Upon successful validation of block request by the II, as above, the said information would be electronically received by the IIs' bank, where the funds, equivalent to application amount, would get blocked in IIs account. Intimation regarding confirmation of such block of funds in IIs account would also be received by the II.

- f. The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- g. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation
- h. IIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, II will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.
Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by IIs using UPI ID.

HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue 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.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue 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 Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

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.

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.

Terms of payment

The entire Issue 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 Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the 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 bid Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However, Non Individual Investors 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 Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to streamline the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Who can apply through UPI Mode:

Only Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

Process

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: www.sebi.gov.in.

Blocking of Funds:

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission

- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

Unblocking of Funds:

- a) After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, IIs would continue to have an option to modify or withdraw the bid till the closure of the issue period. For each such modification of application, IIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

Rejection grounds under UPI Payment Mechanism

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account

List of Banks providing UPI facility

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue 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 Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Electronic Registration of Applications

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the

- Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
 3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).
 4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.
 5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary 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 on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
 6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:
 1. Name of the Applicant;
 2. IPO Name;
 3. Application Form number;
 4. Investor Category;
 5. PAN (of First Applicant, if more than one Applicant);
 6. DP ID of the demat account of the Applicant;
 7. Client Identification Number of the demat account of the Applicant;
 8. UPI ID (Ifs applying through UPI Mechanism)
 9. Numbers of Equity Shares Applied for;
 10. Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 11. Bank account number
 12. 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 Application Form number which shall be system generated.
 7. The Designated 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. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
 8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
 9. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Individual Applicants, Applications would be rejected on the technical grounds.
 10. 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 Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our

Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges 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.

Withdrawal of Applications

IIs can withdraw their applications until Issue Closing Date. In case a IIs wishes to withdraw the applications during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.

The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement

The issue is 100% Underwritten. For further details please refer to Section titled "General Information" on page no. 41 of this Draft Prospectus.

Filing of the Offer Document with the ROC

For filing details, please refer Chapter titled "General Information" beginning on page no. 41 of this Draft Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

Price Discovery & Allocation of Equity shares

- a) The Issue is being made through the Fixed Price Process where in up to Equity Shares shall be reserved for Market Maker. Equity shares will be allocated on a proportionate basis to Individual Applicants, subject to valid Application being received from Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Individual Applicants.
- b) 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 Lead Manager and the Stock Exchange.
- c) 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.
- d) In terms of SEBI Regulations, Non-Individual Investors shall not be allowed to either withdraw or lower the size of their applications at any stage.
- e) Allotment status details shall be available on the website of the Registrar to the Issue.

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 issue. Pursuant to confirmation of such

corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
2. Issuer will that:
 - I. the allotment of the equity shares; and
 - II. initiate corporate action for credit of shares to the successful applicant's Depository Account within 4 working days of the Issue 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 Issue Account to Public Issue account of the issuer.
3. 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 Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Issuance of Confirmation Allocation Note ("CAN")

- a) A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the LM, selected Investors will be sent a CAN and if required, a revised CAN.
- b) In the event that the Offer Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Investors.
- c) In the event the Offer Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

General Instructions

Applicants are requested to note the additional instructions provided below.

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Read all the instructions carefully and complete the Application Form;
3. Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic forms. Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
6. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI- linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;

7. All Applicants (other than Anchor Investors and II using UPI Mechanism) should apply through the ASBA process only. II not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.
8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your application;
9. Ensure that you request for and receive a stamped acknowledgement of your application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the central or the state government and officials appointed by the courts and for Applicants 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.
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. 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;
16. 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 application, 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;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
20. Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise 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;
21. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
22. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
23. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
24. Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

25. Individual Investors Bidding using the 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. Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, cheque, by money order or by postal order or by stock invest or any mode other than stated herein;
4. Do not send Application / ASBA Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the BRLM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
7. If you are a Individual Applicant, do not apply for an exceeding ₹ 200,000;
8. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
9. Do not submit the General Index Register number instead of the PAN;
10. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
11. As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account;
12. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
13. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
14. If you are a QIB, do not submit your Application after 3.00 pm on the Issue Closing Date for QIBs;
15. If you are a Non-Institutional Applicant or Individual Applicant, do not submit your Application after 3.00 pm on the Issue Closing Date;
16. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not submit an Application if you are not competent to contract under the Indian Contract Act, 1872, (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
18. If you are a QIB or a Non-Institutional Applicant, do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
19. Do not submit more than five (5) ASBA Forms per ASBA Account;
20. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
21. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
22. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Individual Investors using the UPI Mechanism)

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Instructions for completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

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 issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

Applicant’s Depository Account and Bank Details

Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be 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, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants 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 Lead Manager nor the Registrar to the Issue 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 CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Other Instructions

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant’s status. Further, these applications are electronically matched for common first name and address and if

matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.

- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Book Running Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager 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. It should be noted that IIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

Grounds for Technical Rejections

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

- a. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- b. 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;
- c. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- d. PAN not mentioned in the Application Form;
- e. GIR number furnished instead of PAN;
- f. Applications for lower number of Equity Shares than specified for that category of investors;
- g. Applications at a price other than the Fixed Price of the Issue;
- h. Applications for number of Equity Shares which are not in multiples as stated in the chapter titled “Issue Structure”;
- i. Category not ticked;
- j. Multiple Applications as defined in the Prospectus;
- k. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- l. Applications accompanied by Stock invest/ money order/ postal order/ cash;
- m. Signature of sole Applicant is missing;
- n. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- o. 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;
- p. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- q. Applications by OCBs;
- r. Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- s. Applications not duly signed;
- t. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- u. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- v. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- w. 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;
- x. 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 Issue Closing Date;
- y. Applications not containing the details of Bank Account and/or Depositories Account.
- z. Applications under the UPI Mechanism submitted by Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- aa. Application submitted by Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) a tripartite agreement dated September 07, 2023 with NSDL, our Company and Registrar to the Issue;
- b) a tripartite agreement dated August 29, 2023 with CDSL, our Company and Registrar to the Issue;

The Company’s shares bear an ISIN No: INE0R1301019

- 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 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

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First 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 Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Teja Engineering Industries Limited Deepak Kumar Laddha Company Secretary and Compliance Officer Address: A/14 Shantiniketan Society, N/R Shravan Chokdi, Bharuch, Gujarat, India, 392001 Tel/Mob. No: 02642-239705 Website: www.tejaengineering.com E-mail: info@tejaengineering.com	KFin Technologies Limited Address: Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032, Telangana, India. Tel No: +91-40-67162222/ 18003094001 Fax: +91-40-67161563 Email Id: teja.ipo@kfintech.com Investor Grievance E-mail Id: inward.ris@kfintech.com Website: www.kfintech.com Contact Person: M Murali Krishna SEBI Reg. No.: INR000000221
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Disposal of Applications

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Bidding Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 4 Working Days from the Bid/Offer Closing Date.

Impersonation

Attention of the Applicant 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”.

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner.

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

AT PAR FACILITY

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that “at par” facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

Grounds for Refund

Non-Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of forth days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue 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 money has to be returned within such period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013)

Minimum Number of Allottees

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than 200 failing which the entire application monies may be refunded forthwith.

Mode of Refunds

- a) In case of ASBA Bids: Within 6 (six) Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid, for any excess amount blocked on Application, for any ASBA Bids withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.
- b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
- c) In case of Investors: Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

- I. **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;
- II. **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- III. **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- IV. **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. 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 their sole risk and

neither the BRLM or the Registrar to the Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

- V. Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Offer, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to Draft Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

Completion of Formalities for listing & Commencement of Trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

As per SEBI ICDR Regulation 268

- a) The issuer shall not make an allotment pursuant to a public issue if the number of allottees in an initial public offer is less than 200 (Two Hundred).
- b) The issuer shall not make any allotment in excess of the specified securities offered through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the designated stock exchange. Provided that in case of oversubscription, an allotment of not more than ten per cent. of the net offer to public may be made for the purpose of making allotment in minimum lots.
- c) The allotment of specified securities to applicants other than individual investors who applies for minimum application size, non-institutional investors and anchor investors shall be on proportionate basis within the specified investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed in the offer document: Provided that the value of specified securities allotted to any person, except in case of employees, in pursuance of reservation made under clause (a) of sub-regulation (1) or clause (a) of sub-regulation (2) of regulation 254, shall not exceed two lakhs rupees.

Subject to the availability of shares in noninstitutional investors' category, the allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of these regulations.

- d) The Authorised employees of the Designated Stock Exchange, along with the Lead Manager and Registrar to the Issue, shall ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulation 2025.

Notes on Allotment Process

Receipt & Validation of Bid data:

- Bid data is downloaded from the stock exchange(s) via SFTP and same is validated with depositories to check for Invalid demat accounts, Invalid client status and PAN Mismatch records.
- Upon completion of the validation, the error records are marked with respective rejection criteria.

Collection of FCs and Schedule Data:

- RTA will follow up with all SCSBs and collect the Final certificate confirming the total amount blocked and no. of applications along with schedule data comprising of detailed application wise details with number of shares applied and amount blocked.
- Reconciliation of bid data vs Bank schedule data will be completed, upon which applications without funds blocked, will be removed from application master.
- Once reconciliation of Final certificate with applications/ bids are completed, the final valid data with funds blocked will be taken for allotment process.
- Technical rejection process as per the terms of letter of offer will be carried out thereafter and total valid applications will be identified for preparation of basis of allotment.

Basis of allotment

- Basis of allotment will be prepared category wise, i.e., Individual investors who applies for minimum application size and High Net worth Individual Investor who are applying with value more than Rs.2 lakhs and Market Maker.
- The applications will be tagged as per above category and considered for basis of allotment in respective category.
- The allocable shares for each category will be as per the offer document, in the proportion of subscription amongst each category, with a minimum allotment of 50% of the net issue to Individual investors category.

Allotment Procedure

1. In the event of over subscription in any of the IPO, the lottery system allotment is strictly random and there is absolutely no scope of discretion
2. Registrar to share the valid data and the reverse application number data with the external auditor, company and the lead Manager, before incorporating drawl of lots/lucky numbers in the RTA database
3. Based on the oversubscription in the respective category (i.e., lot size's), the drawl of lots/lucky no(s) to be shared by the Designated Stock Exchange against each ratio.
4. The Registrar incorporates the drawl of lots/lucky numbers in the RTA Data base, as per the following order.
 - a. Prepare the Net Valid Data (excluding technical rejections, if any)
 - b. Generate each Category wise (lot size wise) Running Serial No. on the following Order
 - i. Share Category (i.e., lot size)
 - ii. Reverse the Application No. (example appl no 12345678 and reversed to 87654321)
 - iii. PAN
 - c. If ration is 2: 5, the 2 lucky numbers in the range will be shared by the designated stock exchange
 - d. The total no. of applications received in this category/lot size will be segregated into buckets of 5 each. e. Every 3rd & 4th application in this bucket will get the allotment from every bucket, assuming that the lucky numbers given by the Designated Exchange are 3 & 4 for this category.
 - f. The process needs to be repeated for all the categories wherever oversubscription, the allotment needs to be done on lottery basis/drawl of lots.
5. The registrar needs to tally the allocation for each category wise with the Basis of Allotment approved by designated stock exchange.
6. The Registrar shares the allotment register with the company's appointed auditor to check the drawl of lots/lucky numbers assigned to correct investors and confirm.

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as mentioned above.

The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Individual Investors who applies for minimum application size as described below:

- As per Regulation 253(2) of the SEBI (ICDR) Regulations 2018, as the Individual Investor category is entitled to minimum fifty percent on proportionate basis, the individual investors shall be allocated that higher percentage.
- Remaining to Individual applicants other than individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- The unsubscribed portion in either of the categories specified in (i) or (ii) above may be available for allocation to the applicants in the other category, if so required.

“Individual Investor” means an investor who applies for minimum 2 lots per application such that the minimum application size is above ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the designated stock exchange.

Basis of Allotment in the event of under subscription

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size which 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 Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

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.

Undertaking by our Company

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. 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 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. The Equity Shares proposed to be issued by it in the Issue shall be allotted and credited to the successful applicants within the specified time in accordance with the instruction of the Registrar to the Issue;
9. If the Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within fifteen (15) days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period

10. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh draft prospectus with Stock Exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
11. That the Promoters' contribution in full, if required, shall be brought in advance before the Issue opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Applicants in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time

Utilization of Issue Proceeds

Our Board certifies that:

1. All monies received out of the Issue 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
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction – Foreign Investment in India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF
THE ARTICLES OF ASSOCIATION**

**MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF TEJA ENGINEERING INDUSTRIES
LIMITED**

Title of Article	Article Number	Content
PRELIMINARY		The regulations contained in Table F of the first schedule and the applicable provisions of Companies Act, 2013 as applicable to a public limited company, shall apply to this Company, save unless they are expressly or by implication excluded or modified by the following Articles.
INTERPRETATION	1	a. "THE ACT" means the Companies Act, 2013, b. "THE COMPANY" OR "THIS COMPANY" means TEJA ENGINEERING INDUSTRIES LIMITED c. "ARTICLES" OR "COMPANY'S REGULATIONS" OR "THESE PRESENT" means these Articles of Association of the Company or as altered from time to time. d. "BOARD OF DIRECTORS" OR "BOARD" means the collective body of the directors of the Company. e. "BENEFICIAL OWNER" shall have the meaning assigned thereto in Section 2 of the Depositories Act,1996; f. "COMMON SEAL" OR "SEAL", if any, shall mean the Common Seal of the Company as may be approved by the Board of Directors from time to time. g. "DIRECTORS" means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board Meeting. h. "DEPOSITORIES ACT" means the Depositories Act,1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force; i. "DEPOSITORY" shall mean a Depository as defined in Section 2 of the Depositories Act,1996; j. "DEBENTUREHOLDER(S)" OR "SECURITYHOLDER(S)" means the duly registered holders or beneficial owners from time to time of the debenture(s) or securities of the Company; k. "INDEPENDENT DIRECTOR" shall mean a Director who fulfils the requirements of Section 149(6) of the Act, Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is appointed as an independent director in accordance with the provisions of the Act; "Independent Director" shall mean a Director who fulfils the requirements of Section 149(6) of the Act, Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is appointed as an independent director in accordance with the provisions of the Act; l. "IN WRITING" means written or printed or partly written and partly printed or lithographed, or type- written or other substitute for writing. m. "MONTH" means English calendar month n. "SHAREHOLDER(S)" OR "MEMBER(S)" means duly registered holder, from time to time, of the shares of the Company, whether in physical or demat mode, and includes the subscribers to the Memorandum of Association but does not include a bearer of a share warrant.. o. "YEAR" means the English calendar year and "Financial Year"

		p. shall have meaning assigned thereto by Section 2(41) of the Act. q. “THE OFFICE” means the Registered Office for the time being of the Company. q. “PERSONS” include corporations (and firms) as well as individuals.
	2	a. Words importing the masculine gender also include the feminine gender. Words importing the singular number include, where the context admits or requires, the plural number and vice versa. b. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
SHARE CAPITAL AND VARIATION OF RIGHTS	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 recognised 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 recognise (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 rules 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 to 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 shares ranking pari passu therewith.
	8	i. POWER TO ISSUE REDEEMABLE PREFERENCE SHARES 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. ii. FURTHER ISSUE OF SHARE CAPITAL The Company, as the case may be, may, in accordance with the Act and the Rules and other applicable provisions of law, issue further shares, equity or preference share, to: - persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or - employees under any scheme of employees' stock option, subject to approval by the shareholders of the Company by way of a special resolution; or - persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, subject to approval by the shareholders of the Company by way of a special resolution. iii. MODE OF FURTHER ISSUE OF SHARES A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and other applicable provisions of law. iv. SWEAT EQUITY SHARES Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the

		shareholders by a special resolution in general meeting issue sweat equity shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India [SEBI] and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.
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 be 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 dividends payable and 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 authorise 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 instalments.

	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— i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or ii. any transfer of shares on which the company has a lien.
	21.	The Board may decline to recognise 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 sole holder, shall be the only persons recognised 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 been complied with.
	27.	Article 27 of Table F Shall not apply
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. By the notice has been made, be forfeited by a resolution of the Board to that effect.
	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 favour 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.
Capitalisation of profits	39.	i. The company in general meeting may, upon the recommendation of the Board, resolve— a. that it is desirable to capitalise 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 capitalised 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 authorise 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 capitalisation, 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 capitalised, 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.
	48.	Article 48 of Table F shall not apply.
ADJOURNMENT OF MEETING	49.	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	50.	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.
	51.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
	52.	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.

	53.	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
	54.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll
	55.	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
	56.	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	57.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised 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.
	58.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
	59.	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	60.	a. The number of the directors and the names of the first directors are : 1. SRINIVASARAO VAKALAPUDI 2. SURYAKUMARI VAKALAPUDI b. The number of Directors shall not be less than 3 (Three) and shall not exceed 15 (Fifteen)
	61.	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
	62.	The Board may pay all expenses incurred in getting up and registering the company.
	63.	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

	64.	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.
	65.	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.
	66.	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	67.	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.
	68.	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.
	69.	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.
	70.	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
	71.	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.
	72.	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
	73.	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.
	74.	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
	75.	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
	76.	Article 76 of Table F shall not apply
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	77.	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.
	78.	A provision of the Act or these regulations requiring or authorising 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	79.	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 authorised 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 Reserves	80.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
	81.	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.
	82.	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 equalising 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.
	83.	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.
	84.	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.
	85.	i. Any dividend, interest or other monies payable in cash in respect of shares may be 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.
	86.	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.
	87.	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.
	88.	No dividend shall bear interest against the company.
Accounts	89	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 authorised by the Board or by the company in general meeting
Winding up	90	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	91	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 favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal
Others	92	i. POWER TO BORROW The Board may from time to time, for the purpose of the Company's

		business raise or borrow or secure the payment of any sum or sums of money in excess of the aggregate of paid up capital of the Company and its free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, stocks of the Company charged upon all or any part of the property of the Company [both present and future] including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient. ii. SECRECY CLAUSE a. Subject to the provisions of Companies Act, 2013 no member shall be entitled to visit or inspect any work of the Company without the permission of the Directors, Managing Directors or Secretary or to require inspection of any books of accounts or documents of the Company or any discovery of any information or any detail of the Company's business or any other matter, which is or may be in the nature of a trade secret, mystery of secret process or which may relate to the conduct of the business of the company and which in the opinion of the Directors or the Managing Director will be inexpedient in the collective interests of the members of the company to communicate to the public or any member. b. Every Director, manager, secretary, auditor, trustee, member of committee, officer, servant, agent, accountant or other person employed in the business of the company will be upon entering his duties pledging himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained. iii. SAME INDIVIDUAL MAY BE CHAIRMAN AND MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER Subject to the provisions of Act and other applicable laws, the same individual may, at the same time, be appointed as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company. iv. GENERAL POWER Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. v. JOINT HOLDERS Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles: a. The joint-holders of any share shall be liable severally as well as
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		jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share. b. On the death of any one or more of such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. c. Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share. d. Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint holders. e. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof. f. Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders. g. The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.
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SECTION - X - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at A/14 Shantiniketan Society, N/R Shravan Chokdi, Bharuch, Gujarat, India, 392001, between 10:00 a.m. and 5:00 p.m. (IST) on all Working Days from the date of this Draft Prospectus until the Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at www.tejaengineering.com, and will be available for inspection from date of the Draft Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

Any of the contracts or documents mentioned in this Draft 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 law.

A. Material contracts for the Issue

1. Issue Agreement dated February 12, 2025 entered into between our Company and the Lead Manager.
2. Registrar agreement dated February 12, 2025 entered into between our Company, and the Registrar to the Issue.
3. Tripartite Agreement dated August 29, 2023 between CDSL, our Company and the Registrar to the Issue.
4. Tripartite Agreement dated September 07, 2023 between NSDL, our Company and the Registrar to the Issue.
5. Bankers to the Issue Agreement dated [●] amongst our Company, the Lead Manager, Banker (s) to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated February 12, 2025 between our Company, Lead Manager and Market Maker.
7. Underwriting Agreement dated of February 12, 2025 between our Company, the Lead Manager and the Underwriter.

B. Material documents for the Issue

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated January 02, 2025 in relation to the Issue and other related matters.
3. Shareholders' resolution dated January 23, 2025 in relation to the Issue and other related matters.
4. Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Underwriters to the Issue, Bankers to our Company, Banker to our Issue and Market Maker to include their names in this Draft Prospectus and to acting their respective capacities.
5. Peer Review Auditors Report dated March 18th, 2025 on Restated Financial Statements of our Company for the period ended on December 31, 2024, March 31, 2023, March 31, 2022 and 2021.
6. The Report dated April 03, 2025 from the Statutory Auditors of our Company, confirming the Statement of Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Prospectus.
7. Audit Committees Resolution dated April 03, 2025 approving the KPI and Certificate from the Peer Review Auditor of the Company M/s. K.K. Haryani & Co., Chartered Accountants dated April 03, 2025 with respect to the KPIs disclosed in this Draft Prospectus.
8. Site Visit Report by Lead Manager.
9. Board Resolution dated April 07, 2025 & [●] for approval of this Draft Prospectus and Prospectus respectively
10. Copy of Approval dated [●] from the SME Platform of NSE (NSE Emerge) to use their name in the Prospectus for listing of Equity Shares.
11. Due Diligence Certificate on Draft Prospectus from Lead Managers dated April 07, 2025 addressing National Stock Exchange Ltd. and Prospectus from Lead Managers dated [●] addressing National Stock Exchange Ltd. & SEBI

Any of the contracts or documents mentioned in this Draft 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 Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements are true and correct.

Signed by the Directors of the Company:

Name	Designation	Signature
Srinivasarao Vakalapudi	Chairman & Managing Director	Sd/-
Suryakumari Vakalapudi	Whole-time Director	Sd/-
Vidiyala Navya Vasantha Lakshmi	Non- Executive Director	Sd/-
Josna Pamula	Independent Director	Sd/-
Mehul Hingu	Independent Director	Sd/-

Signed by:

Name	Designation	Signature
Mohammedvajid Gulam Mohammed Shaikh	Chief Financial Officer	Sd/-
Deepak Kumar Laddha	Company Secretary and Compliance Officer	Sd/-

Place: Bharuch

Date: April 07, 2025