



(Scan this code to view Addendum to  
the Draft Red Herring Prospectus  
Dated September 30, 2025)

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## KHERIA AUTOCOMP LIMITED

Our Company was originally incorporated as “Kheria Autocomp Limited” as a Public Limited Company under the provisions of the Companies Act, 1956. Accordingly, the certificate of incorporation was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli on November 12, 2009, vide bearing Corporate Identification Number (CIN) U35923GJ2009PLC058554.

**Registered Office:** Plot No. B6, B7 & B8, Tata Vendor Park, Revenue Survey No.1, Village. Northkot Pura, Sanand-382170, Gujarat, India

**Website:** [www.kheria.com](http://www.kheria.com) **E-Mail:** [cs@kheria.com](mailto:cs@kheria.com) ; **Telephone No:** +91 98310 32670

**Company Secretary and Compliance Officer:** Nisarg Dineshkumar Shah

**THE PROMOTERS OF OUR COMPANY ARE TARA CHAND KHERIA, VINAY KHERIA, SUSHMA KHERIA AND SANTOSH DEVI KHERIA**

### ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED SEPTEMBER 30, 2025: NOTICE TO THE INVESTORS (“THE ADDENDUM”)

INITIAL PUBLIC OFFERING OF UP TO 46,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF KHERIA AUTOCOMP LIMITED (“KHERIA” OR “OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] /- PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS COMPRISING OF FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING TO ₹ [●] (“THE ISSUE”) OF WHICH UP TO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT AN ISSUE PRICE OF ₹ [●] /- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10/- EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ADVERTISED IN ONE EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ONE EDITION OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND ONE EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NSE EMERGE FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

### ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED SEPTEMBER 30, 2025 (THE “DRAFT RED HERRING PROSPECTUS”):

**NOTICE TO THE INVESTOR (THE “ADDENDUM”):** This is with reference to the Draft Red Herring Prospectus dated September 30, 2025, filed by the Company with Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”). Potential Investors may note that our Company has undertaken to incorporate the additions/modifications (reproduced in “italics”) provided below are the relevant information and details reflected in the Draft Red Herring Prospectus shall stand updated accordingly:

**The following changes or updation shall be incorporated under the Chapter “DEFINITIONS AND ABBREVIATIONS” of the Draft Red Herring Prospectus**

a) Certain definitions/ abbreviations in “Issue-Related Terms”, “Technical and Industry-Related Terms”, and in Conventional and general Terms has been updated.

**The following changes or updation shall be incorporated under the Chapter “SUMMARY OF DRAFT RED HERRING PROSPECTUS” of the Draft Red Herring Prospectus:**

a) Under the head “SUMMARY OF RELATED PARTY TRANSACTIONS FOR THE LAST (3) YEARS”, details of unsecured loan taken during the FY 2024-25 from related party has been rectified.

b) Under the head “WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR”, table pertaining to weighted average cost of acquisition of all Equity Shares transacted by the shareholders in the last 3 (Three) years, 18 (Eighteen) months and 1 (one) year preceding the date of Draft Red Herring Prospectus has been rectified.

**The Following Changes or Updation has been incorporated under the chapter “Risk Factors” of the Draft Red Herring Prospectus –**

- Under the head Risk Factors, Risk Factor No. 1 has been updated;
- Under the head Risk Factors, Risk Factor No. 11 has been shifted to Risk Factor No.2;
- Under the head Risk Factors, Risk Factor No. 3 has been newly added;
- Under the head Risk Factors, Risk Factor No. 2 has been shifted to Risk Factor No. 4 and has been updated;
- Under the head Risk Factors, Risk Factor No. 7 has been updated;
- Under the head Risk Factors, Risk Factor No.9 has been newly added;
- Under the head Risk Factors, Risk Factor No. 44 has been shifted to Risk Factor No.10;
- Under the head Risk Factors, Risk Factor No. 19 has been updated;
- Under the head Risk Factors, Factor No. 24 has been updated;
- Under the head Risk Factors, Risk Factor No. 25 has been newly added;
- Under the head Risk Factors, Risk Factor No. 26 has been newly added;
- Under the head Risk Factors, Factor No. 27 has been updated;
- Under the head Risk Factors, Risk Factor No. 28 has been newly added;
- Under the head Risk Factors, Risk Factor No. 37 has been updated;

**The followings changes or updation has been incorporated under the Chapter “SUMMARY OF FINANCIAL INFORMATION” of the Draft Red Herring Prospectus:**

- a) *Restated Statement of Cash Flow table has been added.*

**The following changes or updation has been incorporated under the chapter “GENERAL INFORMATION” of the Draft Red Herring Prospectus.**

- a) *Under the head “APPRAISING AGENCY AND MONITORING AGENCY”, Name and Details of Monitoring Agency and disclosure has been added.*

**The following changes or updation has been incorporated under the chapter “CAPITAL STRUCTURE”, of the Draft Red Herring Prospectus:**

- a) *Under the head “SHAREHOLDING PATTERN OF THE PROMOTERS AND PROMOTERS’ GROUP”, Vinay Kheria HUF and Tara Chand Kheria HUF have been appropriately classified under sub-category “(d) Any Other (specify)” of Category (I) Indian which has been rectified appropriately.*

**The following changes or updation has been incorporated under the chapter “OBJECTS OF THE ISSUE” of the Draft Red Herring Prospectus;**

- a) *Under the head “CAPITAL EXPENDITURE ON SETTING UP NEW MANUFACTURING FACILITY” name of Chartered Engineer is rectified as “Multi Mulyankan Inc”.*  
b) *Under the head “MONITORING OF UTILIZATION OF FUNDS” Name of Monitoring Agency and disclosure has been added.*

**The following changes or updation shall be incorporated under the Chapter “BUSINESS OVERVIEW” of the Draft Red Herring Prospectus**

- a) *The word “White Goods” has been removed appropriately wherever it appeared.*  
b) *under the head “HUMAN RESOURCES” confirmation has been added regarding deployment of contract labour by the Company in compliance with the Contract notLabour (Regulation and Abolition) Act, 1970 and other applicable labour laws.*  
c) *under the head “STATEMENT ON IMMOVABLE PROPERTY THAT THE PROPERTIES” a negative confirmation related to property has been added.*

**The following changes or updation shall be incorporated under the Chapter “OUR MANAGEMENT” of the Draft Red Herring Prospectus**

- a) *Rectified typographical errors and inconsistencies in the names of the directors.*  
b) *Experience of Santosh Devi Kheria Promoter and Non-Executive Director is Updated.*

**The following changes or updation shall be incorporated under the Chapter “OUR PROMOTERS AND PROMOTER GROUP” of the Draft Red Herring Prospectus**

- a) *under the head “BODY CORPORATES, PARTNERSHIP FIRMS FORMING PART OF THE PROMOTER GROUP (OTHER THAN OUR PROMOTER)” Name of “Kutir Material Suppliers Private limited” is removed and the numbering has been updated for the part.*

**The following changes or updation shall be incorporated under the Chapter “RESTATEMENT FINANCIAL STATEMENTS” of the Draft Red Herring Prospectus**

- a) *Name and DIN of Mr. Vinay Kheria & Mrs. Sushma Kheria has been updated uniformly throughout the chapter.*  
b) *“Note 40: Related Party Disclosure as per AS 18” has been updated.*

**The following changes or updation shall be incorporated under the Chapter “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS” of the Draft Red Herring Prospectus**

- a) *Under the head “COMPARISON OF FINANCIAL YEAR 2024-25 WITH FINANCIAL YEAR 2023-24” additional explanation for Profit after Tax (PAT) has been incorporated.*  
b) *Under the head “COMPARISON OF FINANCIAL YEAR 2023-24 WITH FINANCIAL YEAR 2022-23” correction has been made in revenue from operations.*

**The following changes or updation shall be incorporated under the Chapter “Outstanding Litigation and Material Developments” of the Draft Red Herring Prospectus**



- a) *Under the head “Amounts Owed to Small Scale Undertakings and Other Creditors” number of cases pertaining to creditors has been updated*  
b) *Under the head “Amounts Owed to Small Scale Undertakings and Other Creditors” table for Dues to Micro, Small and Medium Enterprises (MSME) has been added*

**The following changes or updation shall be incorporated under the Chapter “Government and Other Statutory Approvals” of the Draft Red Herring Prospectus**

- a) *Under the head “The Details of the Domain Registered by Our Company” updated status for domain has been added.*

**The following changes or updation shall be incorporated under the Chapter “Other Regulatory and Statutory Approvals” of the Draft Red Herring Prospectus**

- a) *Under the head “Statement on Price Information of Past Issues handled by SMC Capitals Limited” a table for bifurcation between Main Board and SME IPO has been added.*

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
	
<p><b>SMC CAPITALS LIMITED</b>  <b>Address:</b> A- 401/402, Lotus Corporate Park, Off Western Express Highway, Jai Coach Signal, Goregaon (East), Mumbai 400063, Maharashtra, India  <b>Telephone:</b> +91 22 6648 1818  <b>E-mail:</b> kheria.ipo@smccapitals.com  <b>Website:</b> www.smccapitals.com  <b>Investor Grievance E-mail:</b> investor.grievance@smccapitals.com  <b>Contact Person:</b> Suhas Satardekar  <b>CIN:</b> U74899DL1994PLC063201  <b>SEBI Registration Number:</b> INM000011427</p>	<p><b>KFIN TECHNOLOGIES LIMITED</b>  <b>Address:</b> 301, The Centrium, 3<sup>rd</sup> Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai-400070, Maharashtra, India  <b>Telephone:</b> +91 40 6716 2222  <b>E-mail:</b> kheria.ipo@kfintech.com  <b>Investor Grievance E-mail:</b> einward.ris@kfintech.com  <b>Website:</b> www.kfintech.com  <b>Contact Person:</b> M Murali Krishna  <b>CIN:</b> L72400MH2017PLC444072  <b>SEBI Registration No.:</b> INR000000221</p>

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**SECTION I – GENERAL**  
**DEFINITIONS AND ABBREVIATIONS**

**Technical and Industry Related Terms**

<b>Terms</b>	<b>Description</b>
ABS	Acrylonitrile Butadiene Styrene
COD	Commercial Operations Date
HIPS	High Impact Polystyrene
PCABS	Polycarbonate Acrylonitrile Butadiene Styrene
POM	Polyoxymethylene
PP	Polypropylene
TPE	Thermoplastic Elastomer

**Issue Related Terms**

<b>Terms</b>	<b>Description</b>
Addendum	The Addendum dated December 18, 2025 to the Draft Red Herring Prospectus dated September 30, 2025.
Individual Investor Portion	The portion of the Net Issue being not less than 35% of the Net Equity Shares consisting of [●] Equity Shares which shall be available for allocation to Individual Investors, who apply for minimum application size in accordance with the SEBI ICDR Regulations.
Monitoring Agency	Brickwork Ratings India Private Limited

**Conventional and General Terms/ Abbreviations**

<b>Terms</b>	<b>Description</b>
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization

**SECTION II – SUMMARY OF THE DRAFT RED HERRING PROSPECTUS**

**SUMMARY OF RELATED PARTY TRANSACTION FOR THE LAST (3) YEARS**

Name of the relative	Nature of Relation	Nature of Transaction	F.Y. 2024–25		F.Y. 2023–24		F.Y. 2022–23	
			₹ in lakhs	% of revenue from operation	₹ in lakhs	% of revenue from operation	₹ in lakhs	% of revenue from operation
Tara Chand Kheria	KMP	<b><u>Loan Taken (Interest Bearing) -</u></b>						
		Taken During the year	-	0.00%	2.44	0.04%	9.78	0.20%
		Repaid during the year	23.28	0.25%	1.90	0.03%	2.75	0.06%
		Closing Balance	-	0.00%	23.28	0.37%	22.74	0.46%
		Salary Paid	16.80	0.18%	17.00	0.27%	12.00	0.24%
		Car Hire Charges	-	0.00%	3.60	0.06%	3.60	0.07%
		Interest Paid	1.07	0.01%	2.70	0.04%	2.28	0.05%
		<b><u>Loan Taken (Interest free) -</u></b>						
		Taken During the year	-	0.00%	-	0.00%	124.71	2.50%
		Repaid during the year	-	0.00%	-	0.00%	-	0.00%
		Closing Balance	124.71	1.35%	124.71	2.00%	124.71	2.50%
Vinay Kheria	KMP	<b><u>Loan Taken (Interest Bearing) -</u></b>						
		Taken During the year	-	0.00%	2.16	0.03%	2.40	0.05%
		Repaid during the year	19.90	0.22%	1.84	0.03%	3.18	0.06%
		Closing Balance	-	0.00%	19.90	0.32%	19.58	0.39%
		Salary Paid	16.80	0.18%	17.00	0.27%	12.00	0.24%
		Car Hire Charges	-	0.00%	2.40	0.04%	2.40	0.05%
		Interest Paid	1.14	0.01%	2.40	0.04%	2.40	0.05%
		<b><u>Loan Taken (Interest free) -</u></b>						
		Taken During the year	45.98	0.50%	-	0.00%	49.02	0.98%
		Repaid during the year	12.48	0.14%	1.54	0.02%	-	0.00%
		Closing Balance	80.98	0.88%	47.48	0.76%	49.02	0.98%
Sushma Kheria	Director & relative of KMP	<b><u>Loan Taken (Interest free) -</u></b>						
		Taken During the year	-	0.00%	-	0.00%	4.00	0.08%
		Repaid during the year	4.00	0.04%	-	0.00%	-	0.00%
		Closing Balance	-	0.00%	4.00	0.06%	4.00	0.08%
Santosh Devi Kheria	Director & relative	Salary Paid	16.80	0.18%	17.00	0.27%	12.00	0.24%
		<b><u>Loan Taken (Interest free) -</u></b>						
		Taken During the year	-	0.00%	-	0.00%	3.00	0.06%
		Repaid during the year	-	0.00%	-	0.00%	-	0.00%

Name of the relative	Nature of Relation	Nature of Transaction	F.Y. 2024–25		F.Y. 2023–24		F.Y. 2022–23	
			₹ in lakhs	% of revenue from operation	₹ in lakhs	% of revenue from operation	₹ in lakhs	% of revenue from operation
	e of KMP	Closing Balance	18.69	0.20%	18.69	0.30%	18.69	0.37%
		Salary Paid	16.80	0.18%	17.00	0.27%	12.00	0.24%
Tara Chand Kheria-HUF	HUF Whose Karta is KMP	<b><u>Loan Taken (Interest free) -</u></b>						
		Taken During the year	-	0.00%	-	0.00%	5.50	0.11%
		Repaid during the year	5.42	0.06%	0.08	0.00%	-	0.00%
		Closing Balance	-	0.00%	5.42	0.09%	5.50	0.11%
		<i>(Note: Loan was interest free in FY 25 &amp; FY 24 and interest bearing FY 23)</i>						
		Interest Paid	-	0.00%	-	0.00%	2.33	0.05%
Vinay Kheria-HUF	HUF Whose Karta is KMP	Interest Paid	3.21	0.03%	2.4	0.04%	2.4	0.05%
		<b><u>Loan Taken (Interest Bearing) -</u></b>						
		Taken During the year	8.21	0.09%	2.40	0.04%	2.4	0.05%
		Repaid during the year	31.41	0.34%	6.2	0.10%	0.01	0.00%
		Closing Balance	-	0.00%	23.20	0.37%	27.00	0.54%
Varun Kheria	Son of KMP, Mr. Vinay Kheria	<b><u>Loan Taken (Interest free) -</u></b>						
		Taken During the year	-	0.00%	-	0.00%	-	0.00%
		Repaid during the year	9.61	0.10%	-	0.00%	0.42	0.01%
		Closing Balance	-	0.00%	9.61	0.15%	9.61	0.19%
		Salary Paid	12.0	0.13%	10.9	0.17%	5.4	0.11%

For further information please see the Chapter titled “Financial Information-Restated Financial Statements” beginning on page no.191 of this DRHP.

#### Q. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR:

Weighted average cost of acquisition of all Equity Shares transacted by the shareholders in the last 3 (three) years, 18 (eighteen) months and 1 (one) year preceding the date of this Draft Red Herring Prospectus is set forth below:

Period	Weighted Average Cost of Acquisition (in ₹)#	Cap Price (₹[•]) is ‘X’ times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)
Last 3 (three) years preceding the date of this Draft Red Herring Prospectus	0.50	[•]	[•]
Last 18 (eighteen) months preceding the date of this Draft Red Herring Prospectus	Nil	[•]	[•]
Last 1 (one) year preceding the date of this Draft Red Herring Prospectus	Nil	[•]	[•]

### **SECTION III – RISK FACTORS**

***1. We are dependent on Tier-I vendors, whose demand is directly linked to OEM procurement cycles. Any reduction or discontinuance of their demand may adversely affect our business, financial condition and results of operations.***

We are engaged in the manufacturing of plastic injection moulding sub- assembly operations and supplying primarily to the automotive sector. Our Company operates as a Tier-II supplier, manufacturing products strictly in accordance with the designs and specifications provided by Tier-I vendors, who in turn supply directly to OEMs. Consequently, the growth and sustainability of our business are inherently dependent on (i) the continued demand from Tier-I vendors, and (ii) the order flow and procurement cycles of OEMs in the automotive sectors.

For the financial years ended March 31, 2025, 2024, and 2023, our top ten customers contributed ₹9,206.56 lakhs, ₹6,229.75 lakhs, and ₹4,983.19 lakhs, respectively, to our total revenue from operations. The extent of our customer concentration during these periods is presented below:

Particulars	Revenue from Top Customer(s) as a percentage (%) of Revenues from Operations		
	March 31, 2025	March 31, 2024	March 31, 2023
From Top 1 Customer	35.19	49.94	55.63
From Top 5 Customers	97.43	98.65	93.27
From Top 10 Customers	99.99	99.96	99.78

This concentration exposes us to significant risk in the event that these Tier-I vendors reduce, delay, or discontinue their purchases from us due to factors such as:

- a slowdown in the production schedules of OEMs;
- vendor rationalization to reduce cost related to procurement from multiple vendors or in-house production of components;
- pricing pressures and cost-reduction initiatives passed down through the supply chain;
- financial stress or insolvency of Tier-I vendors; or
- technological or regulatory changes (for example, shifts between internal combustion engine and electric vehicles).

Further, any adverse development affecting OEM production volumes—such as cyclical downturns in the automotive industry, regulatory restrictions on specific vehicle categories, delays in adoption of new technologies, or fluctuations in consumer demand could directly impact the purchasing requirements of Tier-I vendors and consequently reduce the order flow to our Company. Such developments may result in reduced capacity utilisation, inventory build-up, pressure on margins, and an adverse impact on our financial performance.

While we have expanded our customer base and product range over the years, the risk of dependence on a limited number of Tier-I vendors, coupled with the concentration of revenue from these customers, remains significant. Any inability to maintain, diversify, or expand our existing customer relationships could materially and adversely affect our business, financial condition, and results of operations.

***2. For our proposed new manufacturing facility, we are required to obtain certain statutory approvals, clearances, and permissions from the relevant authorities in connection with the planned capital expenditure. If we are unable to obtain such approvals in a timely manner, or at all, our proposed expansion may be delayed, which could adversely affect our business, results of operations, cash flows, and financial condition.***

Our operations are subject to various statutory and regulatory approvals, licences, registrations, and permits required under applicable laws. These include approvals relating to environmental, labour, factory operations, fire safety, stability certificates, and other local authority clearances.

In relation to our proposed capacity expansion at Sanand, we have received approval from GIDC Drawing Approval, the Gujarat Pollution Control Board (GPCB) consent to establish. However, we are yet to apply for certain other approvals, including the factory licence, the Gujarat Pollution Control Board (GPCB) consent to operate, fire no-objection certificate (NOC), stability certificate etc.. If we are unable to obtain these approvals, or if there is a delay in obtaining them, our capacity expansion project may be delayed, which could adversely impact our ability to commence commercial production within the envisaged timelines.



Further, any delay in receiving approvals may also increase the overall project cost. This could arise due to factors such as escalation in plant and machinery costs, expiry of supplier quotations, fluctuations in interest rates, labour costs, foreign exchange rates, or changes in regulatory requirements. Such delays or cost overruns could materially and adversely affect our business operations, financial condition, results of operations, cash flows, and liquidity.

For further details of the approvals required and their current status, please refer to the chapter titled “**Government and Other Approvals**” beginning on page 206, and for details of our proposed capital expenditure, please refer to the chapter titled “**Objects of the Issue**” beginning on page 100 of this Draft Red Herring Prospectus.”

**3. *A substantial portion of our revenue is derived from customers located in the state of Gujarat. Any adverse developments in this region may materially and adversely affect our business and results of operations.***

As per our Restated Financial Statements, 99.92%, 99.88%, and 99.09% of our revenue from operations for the financial years ended March 31, 2025, 2024 and 2023, respectively, has been generated from customers based in the state of Gujarat. Revenue from other states collectively accounts for less than 1% of our total revenue during these years.

This geographic concentration is primarily attributable to the fact that a majority of our key customers, including automotive OEMs and major Tier-1 suppliers, operate from or procure through facilities located in Gujarat, which has emerged as a significant automotive manufacturing and supplier cluster. Automotive component manufacturers such as the Company generally supply to plants located in close proximity to optimise logistics, support Just-in-Time delivery requirements, and meet customer-specific production schedules.

While such concentration is inherent to the automotive supply-chain model, it exposes us to region-specific risks. Any adverse economic, political, regulatory, labour-related or environmental developments in Gujarat, including changes in state industrial policies, localised slowdowns, disruptions in logistics or supply chains, labour unrest, or natural calamities, may disproportionately impact our operations, capacity utilisation, and financial performance.

If we are unable to diversify our customer base outside Gujarat in a timely manner, or if demand from customers located in Gujarat declines, our business, financial condition and results of operations may be materially and adversely affected.”

**4. *A significant portion of the Net Proceeds is proposed to be utilized towards funding our capital expenditure requirements including purchase of plant and machinery for our new manufacturing facility, for which orders have not yet been placed. Any delay in placing such orders or in procurement, delivery or installation of the plant and machinery may delay the schedule of implementation of the new manufacturing facility and could also result in cost overruns, thereby increasing the cost of commissioning the manufacturing unit. Further, our capital expenditure may be subject to operational challenges in implementing such expansion. Such delays or escalations or operational challenges may adversely affect our business operations, growth strategy and the expected benefits from the Objects of the Issue.***

A significant portion of the Net Proceeds of this Issue amounting to ₹ 4,800 lakhs, representing [●]% of the Net Proceeds, is proposed to be utilized towards funding our capital expenditure requirements including purchase of plant and machinery for our new manufacturing facility. As on the date of this Draft Red Herring Prospectus, our Company has not placed orders for the required plant and machinery. We have, however, received quotations from various vendors. Such quotations are subject to specified validity periods and may not be available on the same terms at the time of actual order placement.

In the event that there are delays in placing orders or if the validity of quotations lapses, the price of the plant and machinery may increase due to several factors beyond our control, including changes in taxes, duties, levies, foreign exchange fluctuations (in case of imported machinery), changes in government policies, or general inflationary trends. Any such increase in the cost of plant and machinery could lead to a shortfall in the Net Proceeds allocated for this purpose, thereby adversely affecting the schedule and cost of implementation of our new manufacturing facility.

If we are unable to procure the machinery within the validity period or at the costs originally envisaged, we may be required to deploy additional internal resources or seek alternate financing, which may not be available on favorable terms. This could delay commissioning of the proposed unit, increase overall project costs, and adversely impact our business operations, financial condition and results of operations. Further, we cannot assure you that we will be able to increase the capacity utilization of our manufacturing facility, including due to any inability to secure orders from customers for our products. Additionally, the capital expenditure incurred in relation to the manufacturing facility is generally long term in nature and may not generate the expected returns due to market conditions or due to reduced demand from our customers. Significant adverse changes from our expected returns on investment in manufacturing plants could have a material adverse effect on our business, financial condition, results of operation and cash flows.

**7. There have been instances of delayed filings in the past with certain Regulatory Authorities. If the Regulatory Authorities impose any monetary penalties on us or take any punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.**

There have been no instances of delayed filings with respect to Goods and Services Tax (“GST”) returns, Profession Tax (“PT”), and Employees’ State Insurance Corporation (“ESIC”) payments. However, there have been instances of delayed filings in the past with respect to Provident Fund (“PF”) payments. As on the date of this Draft Red Herring Prospectus, no penalties have been levied on our Company for such delays. We cannot assure you that such delays will not recur in the future or that no penalties will be levied. In the event that regulatory authorities impose monetary penalties on us or take punitive action in relation to such delays, our business, financial condition and results of operations could be adversely affected.

Delays in PF compliance may result in penalties, late fees, and interest charges, thereby increasing compliance costs and impacting cash flows. Such non-compliances may also attract regulatory scrutiny, including audits, investigations, or other proceedings, which could strain management resources and divert attention from business operations. Furthermore, reputational risks arising from delayed PF compliance may erode stakeholder confidence and adversely affect relationships with employees, customers, suppliers, and business partners.

As confirmed by the certificate dated September 27, 2025 issued by M/s. V. Goyal & Associates, Chartered Accountants, statutory auditors of our Company, there is no statutory amount pending for payment which has become due, and no statutory return filing which has become due is pending as on date. The details of previous delays in PF payments are as under:

**PF Payment**

Sr. No.	Month	Due date of Payment	Actual Date of Payment	Delay (in days), if any
1	DEC-2024	15/01/2025	18/01/2025	3
2	SEP-2022	15/10/2022	17/10/2022	2

**GST Return**

Sr. No.	Month	Due date of Payment	Actual Date of Payment	Delay (in days), if any
1	MAR-2023	20/04/2023	25/04/2023	5

Any non-compliance with statutory obligations, even if inadvertent, can result in financial penalties, increased compliance costs, reputational harm, and potential scrutiny from regulatory authorities. Any such consequences could divert management attention, strain our administrative resources, and adversely affect our business, financial condition and results of operations. We cannot assure you that our internal compliance systems will be sufficient to prevent future defaults. Any future lapse may result in adverse regulatory consequences or impact stakeholder confidence.

**9. Our Company has experienced declining trend in cash flows in the past. We cannot assure you that we will achieve or sustain profitability in the future.**

We have experienced a declining trend in our cash flows in the past. The details are set forth in the table below:

Particulars	(₹ in lakhs)		
	Fiscal 2023	Fiscal 2024	Fiscal 2025
Cash flow from operations	1,464.55	982.22	839.94

Our declining trend in cash flows from operations in the last 3 Fiscal Years are attributable to increase in trade receivables and inventories. Although company has consciously invested in trade receivables and inventory to meet the growth, rising demand and for increase in pricing of raw material.

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, meet enhanced working capital requirements and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations.

We cannot assure you that our operating cash flows will see a increasing trend in the future. Declining operating cash flows over extended periods, could materially impact our ability to operate our business and implementing our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.

**10. Our lenders have charge over our movable and immovable properties in respect of finance availed by us and settlement arrangements may affect perceptions of our credit profile.**

We have secured outstanding debt of ₹ 2,679.00 lakhs as on March 31, 2025, and we have secured our lenders by creating charge over our movable and immovable properties. In the event we default in repayment of the loans availed by us and any interest thereof, our properties may be forfeited by lenders. For further information on the financing and loan agreements along with the total amounts outstanding, please refer to section titled “**Restated Financial Statements**” on page 191.

In the past, our Company had availed a term loan from Allahabad Bank. Due to non-payment of dues, the account was classified as non-performing and subsequently assigned to Omkara Asset Reconstruction Private Limited (“OARPL”). During the financial year 2018–2019, our Company entered into a One Time Settlement (OTS) with OARPL for full and final settlement of outstanding dues amounting to ₹ 1,800 lakhs. Pursuant to the OTS, the matter pending before the Debt Recovery Tribunal (“DRT”) was withdrawn, and the settlement has since been implemented. While this matter is closed, our history of defaults and settlement may affect the perception of our credit profile and could influence our ability to raise funds on favorable terms in the future.

**19. Certain educational qualification documents of some of our Promoters are currently not traceable.**

Certain copies of educational qualification documents of some of our Promoters are not traceable. In particular, while Mr. Tara Chand Kheria and Mr. Vinay Kheria have furnished marksheets, we do not possess copies of their final passing certificates. Further, in the case of Ms. Santosh Devi Kheria, the education qualification documents are not traceable, hence, it is difficult to quantify her qualification. As a result, neither we nor the Book Running Lead Manager can independently verify such information, and investors should not place undue reliance on the educational qualifications of these Promoters disclosed in this Draft Red Herring Prospectus. For details of their profiles, see “Our Management” on page 170. We believe that the knowledge, skills, and experience of our Promoters in managing and growing our business is of greater relevance to the operations of our Company than their formal academic qualifications. There can be no assurance that such documents can be traced in the future or that reliance placed on the information provided to us will not be questioned. Any adverse perception regarding the absence of such documents could have an impact on our reputation and, consequently, on our business and operations.

**24. Excess rate of attrition amongst the personnel engaged by our Company may have an adverse impact on our business operations.**

Our operations are dependent on our ability to attract and retain qualified personnel. We currently have adequate qualified personnel for our operations, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel.

As set out below are the details of our attrition for our permanent employees for the period indicated:

Particulars	Financial Year 2025	Financial Year 2024	Financial Year 2023
No. of Employees for the month of March for each Fiscal	92	74	71
Average attrition rate of our permanent employees(%)*	2.86%	3.30%	3.69%

*\*Attrition rate has been calculated by dividing the total number of permanent employees who resigned during the year/ period with the average of opening and closing total head count of the permanent employees during the respective year/ period.*

For further details of the breakdown of our employees by functionalities as of August 31, 2025, see “**Business Overview – Human Resources**” on page 150. We cannot assure you that the attrition rates of our permanent employees will not increase which may lead to an increase in our training and recruitment costs, which may have an adverse impact on our profitability and financial condition. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The cost of hiring and retaining our personnel affects our profitability, and is affected by a number of factors, including our ability to hire and assimilate new employees; our ability to manage attrition; our need to devote time and resources to training, professional development and other non-chargeable activities; and our ability to manage our workforce. Our business and the implementation of our strategy is also dependent upon our Key Managerial Personnel who oversee our day-to-day operations, strategy and growth of our business. For further details, see “**Our Management**” on page 170.

If one or more members of our Key Managerial Personnel are unable or unwilling to continue in their present positions, such persons could be difficult to replace in a timely and cost-effective manner. There can be no assurance that we will be able to retain these personnel. The loss of our Key Managerial Personnel or members of our Senior Management or our inability to replace such Key

Managerial Personnel may restrict our ability to grow, to execute our strategy, to raise the profile of our brand, to raise funding, to make strategic decisions and to manage the overall running of our operations, which would have a material adverse impact on our business, results of operations, financial position and cash flows.

***25. Our business is subject to seasonality, which may contribute to fluctuations in our results of operations and financial condition.***

Our business is subject to seasonality as consumer demand for automobiles is generally highest during the months of September and October due to the Diwali season, and generally lowest at the end of the calendar year as OEMs typically launch new vehicle models during the beginning of the calendar year the inflow of orders from Tier-1 customers are linked to this factor. While such seasonal fluctuations have not had a material impact on our revenue from operations during the Financial Years 2025, 2024 and 2023, due to these seasonal fluctuations, our sales and results of operations may vary by quarters, and the sales and results of operations of any given quarter may not be relied upon as indicators of the sales or results of operations of other quarters or of our future performance.

***26. We may not be successful in improving inadequacies in our information and reporting systems.***

Effective information and reporting systems are critical to our operations. Among other things, we rely on timely access to reliable information in order to provide services to our customers and prudently manage our assets and liabilities, liquidity and overall financial condition. In addition, our ability to manage our operational risk depends on access to such information. In addition, we cannot assure you of the adequacy of our reporting systems, that our information technology system will not become quickly out-dated or that our employees will be adequately trained in how to operate or comply with such systems.

We cannot assure you that our systems will be adequate to address our information and reporting inadequacies, or that we will be able to respond to technological advances and changing industry standards and practices on a cost effective and timely basis. If our systems are inadequate or quickly become out-dated or our employees are not adequately trained in how to operate and comply with such systems, our financial condition, liquidity and results of operations could be materially and adversely affected.

***27. We are dependent on our manufacturing unit and any disruption, slowdown or shutdown of our manufacturing units may restrict our operations and adversely affect our business and financial condition.***

Our business is heavily reliant on the uninterrupted operations of our manufacturing unit located in Gujarat, where we carry out the complete manufacturing of plastic injection moulded components and assemblies for the automobile industry. As we do not operate multiple facilities, any disruption at this single unit may materially impact our ability to meet production and delivery schedules. For details of immovable properties of our Company, please see “***Business overview – Immovable Property***” at page 151.

A critical stage in our process is the precision plastic injection moulding of automotive components, which requires strict control over temperature, pressure, and cycle times to ensure consistency, structural integrity, and dimensional accuracy of the final products. Any issue in plastic moulded components manufacturing, misalignment, or delays in setup can interrupt the manufacturing process and lead to production loss.

Operational risks such as equipment failure, electrical outages, overheating, or even minor mechanical faults in temperature control or quenching units could cause delays in production and require costly repairs or downtime. Additionally, we carry out periodic planned maintenance and may occasionally face short-term production halts due to customer audits, inspections, or testing requirements.

While we have not experienced any major operational breakdowns or safety incidents to date, and we follow preventive maintenance schedules and quality checks, there can be no assurance that such disruptions will not occur in the future. Any significant malfunction or delay in resuming operations may affect our ability to fulfill customer orders, impact revenue recognition, and strain profitability.

***28. The identical number of years of experience disclosed for certain members of our management may be perceived as unusual and could adversely affect investor perception.”***

As disclosed in this Draft Red Herring Prospectus, our Chairman, Mr. Tara Chand Kheria, and our Managing Director, Mr. Vinay Kheria, have been attributed the same number of years of relevant professional experience in the injection moulding, precision manufacturing and automotive components industry. This disclosure is solely based on their experience in our Company and other supporting documents provided to us.

Given their age difference and family relationship, investors may perceive such parity as unusual. This may give rise to concerns regarding the presentation, interpretation or evaluation of experience-related information in this Draft Red Herring Prospectus.

Any such perception arising in this regard, could adversely affect investor assessment of the roles, expertise or their individual contributions of certain members of our management.

***37. We could incur losses under our purchase orders with our customers or be subjected to disputes or contractual penalties as a result of delays in delivery or failures to meet product specifications or delivery schedules, which may have a material adverse effect on our business, results of operations, cash flows, and financial condition.***

Our business model is primarily based on purchase orders placed by Tier-I vendors for specific volumes of plastic injection moulded components and assemblies. These purchase orders set out critical requirements such as product specifications, quality standards, timelines for delivery, and pricing. Unlike long-term contracts, purchase orders are binding only for the short term and place considerable responsibility on us to ensure consistent compliance with technical and delivery requirements.

If we are unable to manufacture and deliver products in accordance with the agreed specifications, timelines, or quality standards, our customers may reject such products, delay payments, impose liquidated damages or penalties, or initiate claims against us. In some cases, customers may also require us to provide replacements at our own cost or discontinue sourcing from us. Such outcomes could result in financial losses, disruption of customer relationships, and reputational damage.

Our obligations are further heightened because many of the components we supply are critical sub-assemblies used in passenger vehicles. Even minor deviations from agreed specifications or delays in delivery may affect our customers' production schedules, which could expose us to significant claims or penalties. Moreover, with increasing reliance on automation and robotics, any equipment breakdown or process instability could adversely impact our ability to meet customer timelines.

While we have adopted lean manufacturing practices, Kaizen initiatives, and quality control systems to minimise risks of non-conformance, there can be no assurance that disputes, rejections, or penalties will not arise in the future. Any such events could adversely affect our business operations, financial performance, cash flows, and overall financial condition.

**SECTION IV – INTRODUCTION**

**SUMMARY OF FINANCIAL INFORMATION**

**RESTATED STATEMENT OF CASH FLOW**

[₹ IN LAKHS ]

PARTICULARS	FOR THE YEAR ENDED 31/03/2025	FOR THE YEAR ENDED 31/03/2024	FOR THE YEAR ENDED 31/03/2023
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>			
Net Profit/ (Loss) before tax & extra ordinary items	1,043.85	512.56	366.71
<u>Adjustment for</u>			
Depreciation	351.84	289.29	208.60
Interest Received	(23.77)	(2.91)	(27.52)
Interest Paid	238.69	182.09	101.33
Loss on Sale of Assets/Assets discarded	3.18	-	0.05
Provision for Gratuity	5.24	3.50	2.26
	1,619.03	984.52	651.42
<u>Adjustment For</u>			
Trade & Other Receivable	(904.08)	(242.19)	(97.08)
Inventories	(218.32)	(50.81)	14.33
Trade payable	573.38	302.40	170.86
Other Current Assets	(1.33)	(2.19)	5.81
Other Current Liabilities	47.51	24.61	36.94
Other Long Term Liabilities	-	-	-
Increase/(Decrease) in Short Term Loans & Advances	(263.36)	(26.22)	691.17
Cash Generated from Operation	<b>852.85</b>	<b>990.11</b>	<b>1,473.45</b>
Direct Taxes Paid	(12.91)	(7.89)	(8.90)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>839.94</b>	<b>982.22</b>	<b>1,464.55</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>			
Purchase of Property Plant & Equipments	(1,679.02)	(1,318.14)	(1,164.82)
Sale of Property. Plant & Equipments	1.25	4.97	6.25
Long Term Loans & Advances	-	-	-
Interest Received	23.77	2.91	27.52
Fixed Deposits Booked	(90.00)	(216.30)	-
Other Non current Assets	(53.72)	(6.73)	(3.51)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(1,797.72)</b>	<b>(1,533.29)</b>	<b>(1,134.56)</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>			
Short Term Borrowings Availed/ (Repaid)	295.13	131.16	(1,080.01)
Share Capital Raised including Premium	-	-	-
Interest paid	(238.69)	(182.09)	(101.33)
Long Term Borrowings	912.49	590.10	847.06
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>968.93</b>	<b>539.17</b>	<b>(334.28)</b>
Net Change In Cash & Cash Equivalents	11.14	(11.89)	(4.29)
Cash & Cash Equivalents' Opening Balance	21.62	33.51	37.80

Cash & Cash Equivalents' Closing Balance	32.76	21.62	33.51
Represented By			
Bank Balances	28.86	19.70	31.04
Cash in Hand	3.90	1.92	2.46
	32.76	21.62	33.51

## **SECTION V – GENERAL INFORMATION**

### **APPRAISING AGENCY AND MONITORING AGENCY**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 5,000 Lakh. As the size of the Issue exceeds ₹ 5,000 Lakh, our Company has appointed Brickwork Ratings India Private Limited as the Monitoring Agency to monitor the utilisation of the Net Proceeds, in accordance with Regulation 262 of the SEBI ICDR Regulations.

Further Details of Monitoring Agency are as follows:

#### **BRICKWORK RATINGS INDIA PRIVATE LIMITED**

**Address:** 3<sup>rd</sup> Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore 560076

**Telephone number:** 080-4040 9940/080-4040 9999

**E-mail ID:** rakesh.singh@brickworkratings.com

**Website:** [www.brickworkratings.com](http://www.brickworkratings.com)

**Contact person:** Rakesh Kumar Singh

**SEBI registration number:** IN/CRA/005/2008

**CIN:** U67190KA2007PTC043591

*Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds. The reports of the monitoring agency on the utilization of the Net Proceeds shall indicate the deployment of the Net Proceeds under the following heads:*

- *Part funding of capital expenditure for setting up of new manufacturing facility for plastic moulded auto components at GIDC Sanand Industrial Park and*
- *General corporate purposes.*

*Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a half-yearly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency.*

*Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half-yearly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our directors' report, after placing the same before the Audit Committee.*



## SECTION VI – CAPITAL STRUCTURE

a) Table II - Statement showing shareholding pattern of the Promoters and Promoters' Group

Sr. No. (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 share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)*			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (eg: Equity Shares)	Class (eg: Y)	Total								
(1)	Indian																	
(a)	Individuals	5																
1	Tara Chand Kheria	1	22,14,500	0	0	22,14,500	19.68	22,14,500	0	22,14,500	19.68	0	19.68	0	0.00	0	0.00	22,14,500
2	Vinay Kheria	1	20,10,250	0	0	20,10,250	17.87	20,10,250	0	20,10,250	17.87	0	17.87	0	0.00	0	0.00	20,10,250
3	Santosh Devi Kheria	1	34,10,250	0	0	34,10,250	30.31	34,10,250	0	34,10,250	30.31	0	30.31	0	0.00	0	0.00	34,10,250
4	Sushma Kheria	1	24,82,250	0	0	24,82,250	22.06	24,82,250	0	24,82,250	22.06	0	22.06	0	0.00	0	0.00	24,82,250
5	Varun Kheria	1	1,05,000	0	0	1,05,000	0.93	1,05,000	0	1,05,000	0.93	0	0.93	0	0.00	0	0.00	1,05,000
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

(c)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	2	10,27,750	0	0	10,27,750	9.13	10,27,750	0	10,27,750	9.13	0	9.13	0	0.00	0	0.00	10,27,750
1	Vinay Kheria HUF	1	10,27,500	0	0	10,27,500	9.13	10,27,500	0	10,27,500	9.13	0	9.13	0	0.00	0	0.00	10,27,500
2	Tara Chand Kheria HUF	1	250	0	0	250	Negligible	250	0	250	Negligible	0	Negligible	0	0.00	0	0.00	250
	Sub-Total (A)(1)	7	1,12,50,000	0	0	1,12,50,000	100.00	1,12,50,000	0	1,12,50,000	100.00	0	100.00	0	0	0	0	1,12,50,000
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (specify) :	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoters and Promoters' Group (A)=(A)(1)+(A)(2)	7	1,12,50,000	0	0	1,12,50,000	100.00	1,12,50,000	0	1,12,50,000	100.00	0	100.00	0	0	0	0	1,12,50,000
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A.																		
Note:																		

1.	PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).
2.	The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
3.	P= Promoter PG= Promoter Group

\* *Rounded Off*

## **SECTION VII – PARTICULARS OF THE ISSUE**

### **OBJECT OF THE ISSUE**

#### **a) Capital Expenditure on setting up new manufacturing facility:**

Our Company, Kheria Autocomp Limited is engaged in the manufacturing of plastic injection moulded components and assemblies for the automotive industry. The Company operates as a Tier-II supplier, manufacturing products as per the designs and specifications provided by Tier-I vendors, who in turn supply directly to original equipment manufacturers (“OEMs”) in the passenger vehicle segment. Its automotive products are supplied for both electric vehicles and internal combustion engine vehicles.

We started our manufacturing facility in the FY 2010-11 at lot No. B6, B7 & B8, Tata Vendor Park Revenue Survey No. 1, Village: North Kothpura Taluka: Sanand, District, Ahmedabad. The detailed capacity utilization is as below:

No	Year	Existing Installed capacity MT/Year	Product HSN No	Actual Production MT/Year	% of Actual Production
1	2022-23	2,400	87089900	2043.93	85.16%
2	2023-24	4,200		3215.00	76.55%
3	2024-25	4,200		4154.00	98.90%

*Capacity utilization certificate dated June 16, 2025 issued by Multi Mulyankan Inc., Chartered Engineer, bearing membership number 1283681.*

#### **Monitoring of utilization of funds:**

We confirm to appoint a monitoring agency and we undertake to update the following placeholders in “**General Information**” chapter under heading “*Appraising Agency and Monitoring Agency*” for the monitoring agency in the RHP:

“As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 5,000 Lakh. As the size of the Issue exceeds ₹ 5,000 Lakh, our Company has appointed **Brickwork Ratings India Private Limited** as the Monitoring Agency to monitor the utilisation of the Net Proceeds, in accordance with Regulation 262 of the SEBI ICDR Regulations. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilized Net Proceeds. The reports of the monitoring agency on the utilization of the Net Proceeds shall indicate the deployment of the Net Proceeds under the following heads:

- Part funding of capital expenditure for setting up of new manufacturing facility for plastic moulded auto components at GIDC Sanand Industrial Park and
- General corporate purposes.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a half-yearly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half-yearly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or

annual financial results and explanation for such variation (if any) will be included in our directors' report, after placing the same before the Audit Committee.

Further, we also undertake to update following placeholder in chapter "*Objects of the issue*" chapter under heading "*Monitoring of utilisation of funds*" on page 111. None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

**Monitoring of utilization of funds:**

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed Brickwork Ratings India Private Limited as the monitoring agency ("Monitoring Agency") to monitor the utilisation of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilized Net Proceeds. The reports of the monitoring agency on the utilization of the Net Proceeds shall indicate the deployment of the Net Proceeds under the following heads:

- Part funding of capital expenditure for setting up of new manufacturing facility for plastic moulded auto components at GIDC Sanand Industrial Park and
- General corporate purposes.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a half-yearly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half-yearly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our directors' report, after placing the same before the Audit Committee."

## BUSINESS OVERVIEW

### Technology Upgradation

We intend to continue investing in advanced manufacturing technologies and automation systems, to improve operational efficiency, reduce cycle times, and maintain consistent product quality in line with global standards. These investments are aimed at strengthening our competitive position in the automotive components industry by increasing productivity, reducing operational costs, and enhancing our ability to meet evolving customer requirements.

### Customer Diversification and Value Addition

A core element of our strategy is to strengthen relationships with existing customers while expanding our presence across a broader range of automotive and related markets. We aim to transition from being viewed primarily as a component supplier to being recognised as a value-added manufacturing partner. This will involve expanding the scope and complexity of products supplied, including integrated sub-assemblies and engineered solutions that play a critical role in customers' final products.

We intend to work closely with customers in their design and development stages, offering input on manufacturability, material selection, and cost-optimisation opportunities. By increasing the level of integration into customers' supply chains, we seek to grow our "content per vehicle" and enhance the proportion of business derived from value-added solutions. This approach will not only create opportunities for higher revenue per program but also strengthen customer stickiness by embedding our capabilities deeper into their operations.

Our diversification focus also extends to onboarding new customers within the passenger vehicle, and electric vehicle ("EV") segments, as well as exploring adjacent opportunities in industrial components. This will help us broaden our market reach, reduce dependence on a concentrated set of customers, and improve revenue stability.

## SWOT ANALYSIS

Strength	Weakness	Opportunities	Threats
Long history with deep industry expertise	Limited brand visibility in broader OEM space	Expansion into EV Segment	Client concentration and dependency
Strategic plant location	Execution dependence on entry-level talent	Customer Base Diversification	Talent retention and skills gap
Scalable and modern manufacturing facility		Sustainability as a differentiator	
Strong customer base across automotives		Development of high value, integrated products to increase 'content per vehicle'	

## HUMAN RESOURCES

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth.

As of August 31, 2025, our Company had a team of 113 employees, including skilled, semi-skilled and unskilled staff, working in various roles and departments. The Company engages manpower through third-party contractors/vendors, who deploy such personnel

at the Company's manufacturing facility for certain activities. The Company is registered as a principal employer under the Contract Labour (Regulation and Abolition) Act, 1970, and is in compliance with the provisions thereof and other applicable labour laws.

#### IMMOVABLE PROPERTY

Sr. No.	Address	Usage	Area	Owned/Leased/Rented*	Details of the Vendor/Lessor/Licensor
1.	Revenue, Survey No.1, Northkotpura, Tal. Sanand, Gujarat, India.	Registered Office and Plant 1	445.1700 Hectors	Leased	<p>Lease deed dated July 31, 2010 executed between (i) Tata Motors Limited ("<b>Lessor</b>"), (ii) M/s. Kheria Autocomp Ltd. ("<b>Lessee</b>") and (iii) Tata Autocomp Systems Ltd. &amp; Plastic Division ("<b>Confirming Party</b>")</p> <p>Duration: 35 years commencing w.e.f. February 1<sup>st</sup> 2010.</p> <p>Consideration:</p> <p>For 0-3 years: NIL</p> <p>(i) 4-8 years: Rs.3.5 Lacs/acre/year</p> <p>(ii) 9-13 years: Rs.6 Lacs/acre/year</p> <p>(iii) 14-20 years- Rs.9 Lacs/acre/year</p> <p>(iv) 19-23 years - Rs.12 Lacs/acre/year</p> <p>(v) 24 to 35 years - Rs.15 Lacs/acre/year</p>
2.	Plot E-560, GIDC Sanand-II Industrial Estate, Village Rasulpura, Taluka Sanand, Dist. Ahmedabad, Gujarat-382170.	New manufacturing facility – Plant II	15,900 sq.mtrs	Leased	<p>Lease deed dated February 04, 2025 executed between (i) Gujarat Industrial Development Corporation ("<b>Lessor</b>"), (ii) M/s. Kheria Autocomp Ltd. ("<b>Lessee</b>")</p> <p><b>Duration:</b> 99 years commencing w.e.f. February 4<sup>th</sup> 2025.</p>

*\*The properties referred to above have not been taken on lease or otherwise from any related party of the Company in terms of the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, 2018.*

## OUR MANAGEMENT

### BRIEF PROFILE OF OUR DIRECTORS

#### Santosh Devi Kheria

Santosh Devi Kheria, aged 72 years is Promoter and Non-Executive Director of the Company. She has more than 14 years of experience in the field of General Administration. She has been the director and promoter of the Company since incorporation November 12, 2009.

### INTEREST OF DIRECTORS

The Executive Director is interested to the extent of remuneration paid to him for services rendered to the Company. The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

All the Non-Executive Independent Directors and Non-Executive Directors of the Company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

Except as stated under ***“Note-40 Restated Related Party Transactions”*** under Chapter titled ***“Restated Financial Statements”*** beginning on page 191 of the Draft Red Herring Prospectus, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which our directors are interested directly or indirectly.

#### Interest in promotion of our Company

Our Directors are interested in the promotion of our Company to the extent (i) that they have promoted our Company; (ii) their shareholding and the shareholding of their relatives in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company. For further details, please refer to the chapter titled ***“Capital Structure”*** on page 77 and ***“Our Promoter and Promoter Group”*** on page 183.

Additionally, our Directors may be interested in transactions entered into by our Company with other entities (i) in which our Directors hold shares, or (ii) controlled by our Directors. For details of the Directors' shareholding in our Company, see ***“Capital Structure”*** on page 77 and ***“Our Promoter and Promoter Group”*** on page 183.

#### Interest in the property of our Company

Our directors do not have any interest in any property acquired or proposed to be acquired of or by our Company.

Further, our directors do not have any interest in any transaction by our Company for acquisition of land, construction of building.

#### Interest as Creditor of our Company

as on the date of this Draft Red Herring Prospectus, Our Company has availed certain loans from Directors of our Company. For details please refer the chapter ***“Financial Indebtedness”*** on page no 194.

#### Interest in the business of our Company

Further, save and except as stated otherwise in ***“Statement of Related Parties' Transactions”*** in the chapter titled ***“Financial Information”*** of this Draft Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue, or any such intermediaries registered with SEBI.

#### Other Interests

none of our Promoter and Directors are also promoters and directors or shareholders or persons in control of entities with which our Company has related party transactions and may be deemed to be interested to the extent of payments made by our Company, if any, to these entities, other than the arrangements/ transactions disclosed in ***“Business Overview”*** and ***“Note no. 40 - Related Party***



**Disclosures**” under the chapter titled **“Restated Financial Statements”** on pages 135 and 191 respectively, of this Draft Red Herring Prospectus.

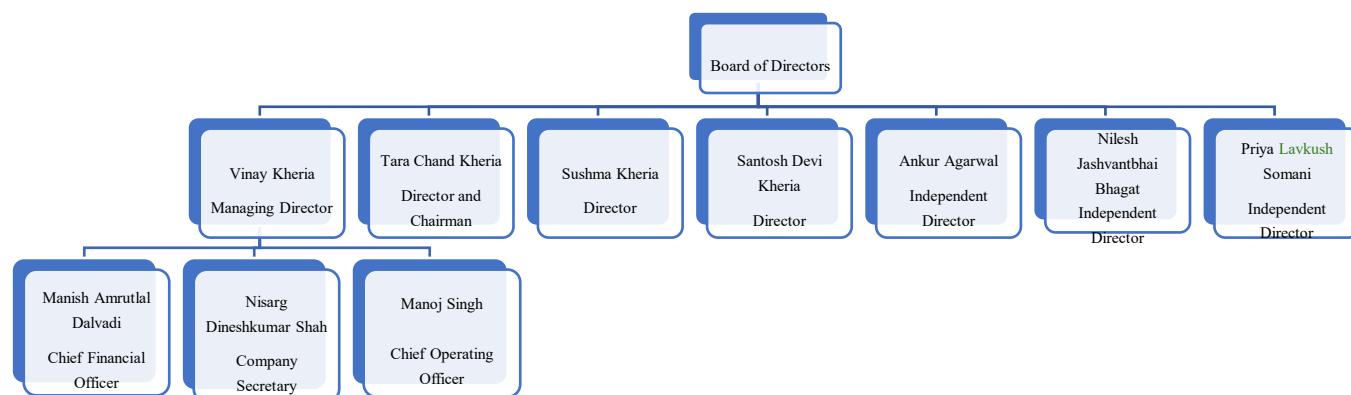
Except mentioned in the Restated Financial Statements, no loans have been availed or extended by our directors from or to, our Company. No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

Except for Tara Chand Kheria, Santosh Devi Kheria, Vinay Kheria and Sushma Kheria who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.

## MANAGEMENT ORGANIZATION STRUCTURE




### 3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on July 05, 2025 constituted Nomination and Remuneration Committee.

The Re-constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Ankur Agarwal	Chairman	Independent Director
Priya Lavkush Somani	Member	Independent Director
Sushma Kheria	Member	Non-Executive Director

## OUR PROMOTERS AND PROMOTER GROUP

	<b>Santosh Devi Kheria, Non-Executive Director</b>
	<p>Santosh Devi Kheria, aged 72 years, is the Non- Executive Director of our Company.</p> <p>For further details, i.e., her date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions / posts held in the past and other directorships, see <b><i>“Our Management”</i></b> on page 170.</p> <p>Other ventures of our Promoters - Except as set out in this chapter under heading <b><i>“Other ventures of our Promoters”</i></b> and the chapter titled <b><i>“Our Management”</i></b>, our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoter or director.</p> <p>Her permanent account number is AGCPK8639B</p> <p>For details of her shareholding, please see <b><i>“Capital Structure”</i></b> on page 77.</p>

### Body corporates, partnership firms forming part of the Promoter Group (other than our Promoter):

Sr. No.	Nature of Relationship	Entities
1.	Any Body Corporate (other than Subsidiary & Associate) in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm in which the Promoter or any one or more of his immediate relatives is a member;	1. Kandoi Roadlines Private Limited 2. KTL Minerals Private Limited 3. Binapani Sales Private Limited 4. Kandoi Automobiles Private Limited 5. Krishna Eastern Builders (India) Private Limited 6. Paradeep Cargo Carriers Private Limited

## **SECTION IX– FINANCIAL INFORMATION**

### **RESTATED FINANCIAL STATEMENTS**

We have updated the following corrections in RHP while including Latest Set of financials:

1. Update DIN and Name at relevant places of Restated financials:

“Vinay Kheria (DIN: 00165718)”

“Sushma Kheria (DIN: 02808465)”

2. “Note 40: Related Party Disclosure as per AS 18 (₹ in lakhs)” of RHP we updated with the following information:

- a. The loans from promoters and related parties were availed purely to support general corporate and working capital requirements.
- b. Interest-bearing loans uniformly carry an interest rate of 12% p.a. (Existing loans of all the related parties are interest free as on March 31, 2025)
- c. The repayment terms of the loan are “Repayable on demand” as mentioned in Financials Indebtedness Chapter of RHP.

## MANAGEMENT’S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### BUSINESS OVERVIEW

Our Company was originally incorporated as “Company Limited by Shares” on November 12, 2009, under the name “Kheria Autocomp Limited” under the provisions of the Companies Act, 1956 and the Certificate of Incorporation was issued by Registrar of Companies, Ahmedabad, bearing CIN U35923GJ2009PLC058554. For details of change in registered office of our Company, please refer to chapter titled “*History and Certain Corporate Matters*” beginning on page no 167.

Our Company is an auto ancillary unit engaged in the business of plastic injection moulding. We specialise in the manufacture of plastic injection moulding. We specialise in the manufacture of plastic injection components, supplying primarily to the automotive sector. In earlier years, the Company also catered to the white goods segment; however, our present focus is on the manufacture of automotive plastic moulded parts.

The Company’s capabilities include the manufacturing of a wide range of plastic components such as interior cabin trims, exterior body components, and under-hood parts, which form part of critical sub-assemblies supplied by Tier-I customers to OEMs. The Company has also manufactured heating, ventilation and air-conditioning (HVAC) components for the automotive sector.

### COMPARISON OF FINANCIAL YEAR 2024-25 WITH FINANCIAL YEAR 2023-24:

The Profit After Tax increased from ₹ 330.65 lakhs in Fiscal 2024 to ₹ 824.49 lakhs in Fiscal 2025, reflecting a growth of 149%. This improvement is primarily driven by higher revenue from operations and better absorption of fixed and semi-variable costs. Additionally, the Company has been able to maintain variable costs as a consistent percentage of revenue, contributing to overall margin improvement.

The PAT margin increased from 5.31% to 8.95%, the key reasons for this expansion are summarised below:

Particulars	Nature of Expense	Fiscal 2025		Fiscal 2024	
		Amount (₹ in lakhs)	% of revenue from operations	Amount (₹ in lakhs)	% of revenue from operations
Revenue from Operations		9,207.17		6231.93	
<b>Expenses:</b>					
Cost of Materials Consumed	Variable	6,178.37	67.10%	3,972.27	63.74%
Changes in Inventories of Finished goods & Stock in Process	Variable	-102.65	-1.11%	-0.40	-0.01%
Employee Benefit Expenses	Semi-Variable	762.27	8.28%	631.54	10.13%
Finance Costs	Fixed	246.54	2.68%	182.22	2.92%
Depreciation & Amortisation Expenses	Fixed	351.84	3.82%	289.29	4.64%
Other Expenses	Majorly Fixed and Semi-Variable	750.71	8.15%	652.44	10.47%
<u>Major Other Expenses</u>					
- Power & Fuel	Fixed	285.78	3.10%	287.40	4.61%
- Repairs to Machinery	Semi-variable	69.33	0.75%	47.97	0.77%
- Freight & Carriage Outward	Variable	164.13	1.78%	154.43	2.48%
- Lease Rent	Fixed	26.98	0.29%	13.60	0.22%
- Security Charges	Fixed	25.87	0.28%	21.19	0.34%

As evident from the table, the Company has been able to efficiently manage and control its semi-variable and fixed costs. The increase in variable costs is broadly in line with the growth in sales, indicating that the additional revenue has been effectively absorbed without a disproportionate rise in the overall cost structure.

## COMPARISON OF FINANCIAL YEAR 2023-24 WITH FINANCIAL YEAR 2022-23:

### TOTAL INCOME:

Our total income increased by ₹5,023.76 lakhs in FY 2022–23 to ₹6,239.93 lakhs in FY 2023–24, a growth of 24.21%. The growth was largely due to stronger sales volumes and improved customer demand, as discussed below:

#### Revenue from operations:

The Revenue from operations for the year ended on FY 2023–24 was ₹ 6,231.93 Lakh as compared to ₹ 4,994.02 Lakh during the FY 2022–23. Revenue from Operations mainly includes revenue from Sale of manufactured products and job work income related to auto component industry. Revenue from operations increased by 24.79% from previous year i.e. FY 2022-23.

### EXPENDITURE:

#### Cost of Material Consumed:

The cost of materials consumed increased from ₹3,351.74 lakhs in FY 2022–23 to ₹3,972.27 lakhs in FY 2023–24, a growth of 18.51%, mainly in line with increased business volumes.

#### Changes in inventories of FG, WIP and stock in trade:

Our Opening stock of work-in-progress was ₹ 76.51 Lakhs as at April 1, 2023, while it was ₹ 83.77 Lakhs as at April 1, 2022. Our Closing stock of work-in-progress was ₹ 76.90 Lakhs as at March 31, 2024 and was ₹ 76.51 as at March 31, 2023. The changes in inventory was ₹ 7.26 Lakhs & ₹ (0.40) Lakhs in FY 2023–24 and FY 2022–23 respectively.

#### Employee Benefit Expenses:

Employee benefit expenses increased from ₹ 467.99 lakhs in FY 2022–23 to ₹ 631.54 lakhs in FY 2023–24, a growth of 34.95%. The increase was attributable to salary revisions, higher manpower strength, and hiring of additional personnel.

Particulars	Fiscal 2025			Fiscal 2024			Fiscal 2023		
	Number of employees	Amount in (₹ Lakhs)	% of Revenue from Operations	Number of employees	Amount in (₹ Lakhs)	% of Revenue from Operations	Number of employees	Amount in (₹ Lakhs)	% of Revenue from Operations
Contractual Employees	-	305.14	3.31%	-	229.29	3.68%	-	159.28	3.19%
Permanent Employees (For the month of March)	92	364.35	3.96%	74	332.17	5.33%	71	257.83	5.16%
Other Employee Cost (Gratuity, Food Expenses, PF Contribution, ESIC and Bonus)	-	92.78	1.01%	-	70.08	1.12%	-	50.88	1.02%
<b>Total</b>		<b>762.27</b>			<b>631.54</b>			<b>467.99</b>	

#### Finance Cost:

Finance costs increased from ₹ 107.06 lakhs in FY 2022–23 to ₹ 182.22 lakhs in FY 2023–24, increase of 70.20%, primarily due to higher borrowings.

## **SECTION X – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

#### **AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**

As per Restated Financial Statements, the trade payables of our Company as on March 31, 2025 were ₹ 1,669.93 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 23.83 lakhs as on March 31, 2025. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 10, 2025. As per the above materiality policy, the outstanding amount owned to small scale undertakings and material creditors as on March 31, 2025.

Type of Creditors	No of creditors	Amount Involved (₹ in Lakhs)
Micro, Small and Medium Enterprises*	43	373.06
Material Creditors	10	1,184.78
Other Creditors	15	112.09
<b>Total</b>	<b>68</b>	<b>1,669.93</b>

#### **Dues to Micro, Small and Medium Enterprises (MSME) (₹ In Lakhs) :-**

Sl.	Particulars	FY March, 2025	FY March, 2024	FY March, 2023
a)	Principal amount due to MSME suppliers and remaining unpaid	373.06	295.09	200.98
b)	Interest due on above and remaining unpaid	-	-	-
c)	Interest paid under MSMED Act	-	-	-
d)	Interest accrued and remaining unpaid	-	-	-

## GOVERNMENT AND OTHER STATUTORY APPROVALS

### 2. THE DETAILS OF THE DOMAIN REGISTERED BY OUR COMPANY ARE:

Sr No.	Name Applied	Sponsoring Registrar	Creation Date	Registry Expiry Date
1.	<a href="https://www.kheria.com/">https://www.kheria.com/</a>	PDR Ltd.	November 04, 1999	November 04, 2026

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY SMC CAPITALS LIMITED

#### A) Mainboard Issues

Sr. No	Issue Name	Issue Size (in Lakhs)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, +/- % change in closing benchmark]- 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
1	Venus Pipes & Tubes Limited	16,541.60	326	May 24, 2022	225.00	0.18%, [-4.13%]	23.39% [10.35%]	115.48% [14.08%]
2	Denta Water and Infra Solutions Limited	22,050.00	294	January 29, 2025	325.00	4.37% [-2.67%]	2.47% [5.03%]	17.16% [7.23%]

#### B) SME Issues

Sr. No	Issue Name	Issue Size (in Lakhs)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, +/- % change in closing benchmark]- 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
1.	Oval Projects Engineering Limited	4,674.32	85	September 04, 2025	85.25	NA	NA	NA

### DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted the Stakeholders Relationship Committee as follows:

Name of Director	Designation	Nature of Directorship
Sushma Kheria	Chairperson	Non-Independent Director



## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Managing Director of our Company**

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**Vinay Kheria**  
**Managing Director**  
**DIN: 00165718**  
**Place: Ahmedabad**  
**Date: December 18, 2025**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Director of our Company**

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**Tara Chand Kheria**  
**Chairman and Director**  
**DIN: 00165643**  
**Place: Ahmedabad**  
**Date: December 18, 2025**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Director of our Company**

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**Sushma Kheria**  
**Director**  
**DIN: 02808465**  
**Place: Ahmedabad**  
**Date: December 18, 2025**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Director of our Company**

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**Santosh Devi Kheria**  
**Director**  
**DIN: 02808460**  
**Place: Ahmedabad**  
**Date: December 18, 2025**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Independent Director of our Company**

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**Ankur Agarwal**  
**Independent Director**  
**DIN: 00599940**  
**Place: Ahmedabad**  
**Date: December 18, 2025**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Independent Director of our Company**

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**Nilesh Jashvantbhai Bhagat**  
**Independent Director**  
**DIN: 10937367**  
**Place: Ahmedabad**  
**Date: December 18, 2025**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Independent Director of our Company**

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**Priya Lavkush Somani**  
**Independent Director**  
**DIN: 10403714**  
**Place: Ahmedabad**  
**Date: December 18, 2025**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Chief Financial Officer of our Company**

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**Manish Amrutlal Dalvadi**  
**Chief Financial Officer**  
**PAN: ALLPD9324L**  
**Place: Ahmedabad**  
**Date: December 18, 2025**



## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines/regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements, disclosures or undertakings made in this Addendum are true and correct.

**Signed by the Company Secretary and Compliance Officer of our Company**

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**Nisarg Dineshkumar Shah**  
**Company Secretary and Compliance Officer**  
**PAN: GEXPS0007E**  
**Place: Ahmedabad**  
**Date: December 18, 2025**