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RAFT MOTORS LIMITED

CORPORATE IDENTITY NUMBER: U52100MH2019PLC331701

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
B/607, 6 th Floor, Kanakia Wall Street, Andheri Kurla Road, Chakala, Andheri (East), Mumbai – 400 093, Maharashtra	19 Monohar Pukur Road, Cosmic Tower, Sarat Bose Road, Kolkata – 700 029 West Bengal	Biswashree Pati, Company Secretary and Compliance Officer	Tel: +91 3345038692 Email: cs@raftmotors.com	www.raftcosmicev.in

OUR PROMOTERS: ADITYA VIKRAM BIRLA AND AVB ENDEAVORS PRIVATE LIMITED

DETAILS OF OFFER TO PUBLIC

Type	Fresh Issue size	OFS Size (By No. of Shares or By Amount In ₹)	Total Offer size	Eligibility and Reservations
Fresh Issue	Up to 53,00,000 Equity Shares of face value of ₹10 each aggregating up to [●] lakhs	Up to 4,10,000 Equity Shares of face value of ₹10 each aggregating up to [●] lakhs	Up to 57,10,000 Equity Shares of ₹10 each aggregating up to [●] lakhs	This Offer is being made in terms of Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations, 2018 as amended. For details of share reservation among QIBs, NIIs and RIIs, see “Offer Structure” on page 222.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION

Name	Type	Number of shares offered / amount in ₹	Weighted Average Cost of Acquisition in ₹ per Equity Share
Aditya Vikram Birla	Promoter	Upto 4,10,000 Equity Shares at ₹10 each	2.94

RISKS IN RELATION TO THE FIRST OFFER

This being the first public Offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹10 each. The Offer Price (as determined and justified by our Company in consultation with the LM), in accordance with the SEBI ICDR Regulations, and as stated in “Basis of Offer Price” on page 76 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 or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the SEBI, nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 20.

COMPANY’S AND SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft 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. The Selling Shareholder accepts responsibility for and confirms the statements made or confirmed by them in this Draft Prospectus to the extent of information specifically pertaining to themselves and their Offered Shares and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE India Limited (“BSE” or “BSE SME”) in terms of the Chapter IX of the SEBI ICDR Regulations as amended from time to time. Our Company has received an ‘in-principle’ approval letter dated [●] from BSE for using its name in this offer document for listing our shares on BSE SME. For the purposes of the Offer, the Designated Stock Exchange shall be BSE.

LEAD MANAGER



Horizon Management Private Limited

Contact person: Manav
Goenka

Tel: +91 33 4600 0607 , **E-mail:** smeipo@horizon.net.co

REGISTRAR TO THE OFFER



MAS Services Limited

Contact person: Sharwan
Mangla

Tel: +91 112 638 7281/83, 4132 0335, **E-mail:**
info@masserv.com

OFFER PROGRAMME

OFFER OPENS ON



OFFER CLOSES ON**



** UPI mandate end time and date was at 5.00 pm on the Offer Closing Date.*



RAFT MOTORS LIMITED

Our Company was incorporated as Raft Motors Private Limited at Mumbai, Maharashtra, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated October 16, 2019, issued by the Registrar of Companies, Central Registration Centre. Our Company was converted from a private limited company to a public limited company pursuant to board resolution dated November 21, 2024 and special resolution passed by the Shareholders at the EGM dated November 28, 2024. Consequently, the name of our Company was changed from 'Raft Motors Private Limited' to 'Raft Motors Limited' and a fresh certificate of incorporation consequent upon conversion to public company dated December 16, 2024 was issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. For further details see, "History and Certain Corporate Matters" on page 128.

Registered Office: B/607, 6th Floor, Kanakia Wall Street, Andheri Kurla Road, Chakala, Andheri (East), Mumbai – 400 093; , Maharashtra

Corporate Office: 19 Monohar Pukur Road, Cosmic Tower, Sarat Bose Road, Kolkata – 700 029, West Bengal

Website: www.raftcosmicev.in; **Contact Person:** Biswashree Pati, Company Secretary and Compliance Officer; **Tel:** +91 33 45038692 ; **E-mail:** cs@raftmotors.com

Corporate Identity Number: U52100MH2019PLC331701

OUR PROMOTERS: ADITYA VIKRAM BIRLA AND AVB ENDEAVORS PRIVATE LIMITED

INITIAL PUBLIC OFFER OF UPTO 57,10,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY AT AN OFFER PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) ("OFFER PRICE") FOR CASH AGGREGATING UP TO ₹ [•] LAKHS ("PUBLIC OFFER"), CONSISTING OF FRESH ISSUE OF 53,00,000 EQUITY SHARES AGGREGATING TO ₹ [•] LAKHS AND AN OFFER FOR SALE OF 4,10,000 EQUITY SHARES BY ADITYA VIKRAM BIRLA ("THE PROMOTERS SELLING SHAREHOLDER" OR "THE SELLING SHAREHOLDER") AGGREGATING TO ₹ [•] LAKHS ("OFFER FOR SALE"), OUT OF WHICH [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN OFFER PRICE OF ₹ [•] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [•] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [•] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [•] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [•] % AND [•] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE OFFER PRICE IS [•] TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. This Offer is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Offer is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled – "Offer Information" beginning on page 215 of this Draft Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015, all potential investors shall participate in the Offer only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" on page 224 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 and 28 of the Companies Act, 2013.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public Offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10. The Offer Price 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 nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 20.

COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that 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. The Selling Shareholder accepts responsibility for and confirms the statements made or confirmed by them in this Draft Prospectus to the extent of information specifically pertaining to themselves and their Offered Shares and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the BSE SME in terms of the Chapter IX of the SEBI ICDR Regulations as amended from time to time. Our Company has received an 'in-principle' approval letter dated [•] from BSE for using its name in this offer document for listing our shares on the BSE SME. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. For details of the material contracts and documents available for inspection from the date of the Prospectus up to the Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 279.

LEAD MANAGER

REGISTRAR TO THE OFFER



Horizon Management Private Limited
 19 R N Mukherjee Road, Main Building, 2nd Floor,
 Kolkata - 700 001,
 West Bengal, India.
Telephone: +91 33 4600 0607
E-mail: smeipo@horizon.net.co
Website: www.horizonmanagement.in
Investor grievance: investor.relations@horizon.net.co
SEBI Registration Number: INM000012926
Contact Person: Manav Goenka

MAS Services Limited
 T-34, 2nd Floor, Okhla Industrial Area,
 Phase - II, New Delhi -110 020,
 Delhi, India
Tel: +91 112 638 7281/83, 4132 0335
Email: info@masserv.com
Website: www.masserv.com
Investor Grievance ID: investor@masserv.com
SEBI registration number: INR000000049
Contact Person: Sharwan Mangla

OFFER SCHEDULE

OFFER OPENS ON	OFFER CLOSES ON
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^A UPI mandate end time and date shall be at 5:00 pm on the Offer Closing Date.

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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, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, or policies shall be to such legislation, act, regulation, rules, guidelines, circulars, notifications, clarifications or policies shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, 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, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Financial Statements", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures", and "Description of Equity Shares and Terms of Articles of Association" on pages 62, 76, 82, 84, 121, 128, 151, 197, 198, 205 and 252, respectively, shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"Our Company" or "the Company" or "Raft Motors" or "RML"	Raft Motors Limited, a company incorporated under the Companies Act, 2013 and having its Registered Office at B/607, 6th Floor, Kanakia Wall Street, Andheri Kurla Road, Chakala, Andheri (East), Mumbai - 400 093, Maharashtra.
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company.

Company Related Terms

Term	Description
"Articles of Association" or "AoA"	Articles of association of our Company, as amended
Audit Committee	The Audit Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in "Our Management" on page 131
"Auditors" or "Statutory Auditors" or "Independent Auditors"	The current statutory auditors of our Company, being Baid Agarwal Singhi & Co.
"Board" or "Board of Directors"	The board of directors of our Company, as described in "Our Management" on page 131
Chairman	Chairman of our Company, namely, Aditya Vikram Birla
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company, i.e., U52100MH2019PLC331701
Chief Financial Officer / CFO	Chief Financial Officer of our Company, namely, Om Prakash Lohia
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, namely, Biswashree Pati
Corporate Office	19, Monohar Pukur Road, Cosmic Tower, Sarat Bose Road, Kolkata – 700 029, West Bengal
Corporate Promoter	AVB Endeavors Private Limited
Director(s)	The director(s) on the Board of our Company as described in "Our Management" beginning on page 131
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
Equity Shares	The Equity Shares of our Company of face value of ₹10 each
Group Companies	In terms of SEBI ICDR Regulations, the term 'group companies' includes companies (other than our Subsidiaries) with which there were related party transactions in accordance with applicable accounting standard as disclosed in the Restated Financial Statements and such other companies as considered material by our Board in accordance with the Materiality Policy, and as identified in "Our Group Companies" beginning on page 146.
Independent Directors	Independent Directors on our Board and as disclosed in "Our Management" beginning on page 131.
Indian GAAP	Generally Accepted Accounting Principles in India

Term	Description
Individual Promoter	Aditya Vikram Birla
ISIN	INE1CJA01015
“Key Managerial Personnel” or “KMP”	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in "Our Management" beginning on page 131.
Materiality Policy	The policy adopted by our Board on December 21, 2024 for identification of material outstanding litigation and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations
“Memorandum of Association” or “MoA”	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in “Our Management” on page 131
Non-Executive Non-Independent Director	Non-Executive Non-Independent director on our Board
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	The registered office of our Company situated at B/607, 6 th Floor, Kanakia Wall Street, Andheri Kurla Road, Chakala, Andheri (East), Mumbai - 400 093
“Registrar of Companies” or “RoC”	Registrar of Companies, Maharashtra at Mumbai
Restated Financial Statements	Restated Financial Statements of the Company comprising the Restated Statement of Assets and Liabilities as at November 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flow for the eight months ended November 30, 2024 and each of the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Summary Statement of Significant Accounting Policies and other explanatory information annexed to this Report this report, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
Selling Shareholder	Aditya Vikram Birla
Shareholders	The holders of the Equity Shares, from time to time
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations and as described in “Our Management” on page 131
Senior Management Personnel	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in “Our Management – Senior Management Personnel of our Company” on page 140
Whole-time Director	The whole-time director of our Company

Offer Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to an Applicant as proof of registration of the Application Form.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Offer of Equity Shares to the retail individual investors and other than retail individual investors, including corporate bodies or institutions.
Allotment / Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Offer and transfer of the Offered Shares pursuant to the Offer for Sale, in each case to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Prospectus.

Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Application	An indication to make an application during the Offer Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Offer Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations
Application Form	The Form (with and without the use of UPI, as may be applicable), in terms of which the prospective investors shall apply for our Equity Shares in the Offer.
ASBA/ Application Supported by Blocked Amount	An application (whether physical or electronic) by an ASBA Applicant to make an application authorizing the relevant SCSB to block the Application Amount in the relevant ASBA Account and will include application made by RIIs using the UPI Mechanism, where the Application amount will be blocked upon acceptance of UPI Mandate Request by RIIs
ASBA Account	A bank account maintained with an SCSB by an ASBA Applicant, as specified in the ASBA Form submitted by ASBA Applicants for blocking the Application Amount mentioned in the relevant ASBA Form and includes a bank account maintained by an RII linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the RII using the UPI Mechanism
ASBA Applicant	Any prospective investors in this Offer who apply for Equity Shares of our Company through the ASBA process in terms of this Prospectus and the ASBA Form.
ASBA Form	An application form, whether physical or electronic, used by ASBA Applicants to submit Application through the ASBA process, which will be considered as the application for Allotment in terms of the Draft Prospectus and this Prospectus
ASBA Investor/ ASBA Applicant	Any prospective investor(s)/applicant(s) in this Offer who apply(ies) through the ASBA process.
Banker(s) to the Company	Such banks which are disclosed as Banker(s) to our Company in the chapter titled " <i>General Information</i> " on page Axis Bank Limited.
Banker(s) to the Offer/ Public Offer Bank(s)	Banker to the Issue, Public Issue Bank, Refund Bank and Sponsor Bank, being [●]
Banker to the Offer Agreement	Banker to the Offer Agreement dated [●] among our Company, the Selling Shareholder, LM, Banker to the Offer and the Registrar.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Applicants under the Offer and which is described in " <i>Offer Structure</i> " beginning on page 222 of this Draft Prospectus.
Business Day	Any day on which commercial banks are open for the business.
Broker Centres	Centres notified by the Stock Exchange where ASBA Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange (www.bseindia.com).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of the BSE, as updated from time to time
Demographic Details	The demographic details of the Applicants including the Applicants' address, name of the Applicants' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at 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.
Designated CDP Locations	Such locations of the CDPs where ASBA Applicants can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of RIIs using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund

	Account, as the case may be, in terms of the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIIs by authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Applicants, Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Applicants 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 ASBA Forms are available on the respective websites of the BSE (www.bseindia.com)
Designated Stock Exchange	SME Platform of BSE Limited or BSE SME.
Draft Prospectus	This Draft Prospectus dated December 22, 2024, filed with BSE SME for obtaining in-principle approval.
Eligible FPI(s)	FPI(s) from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Offer and in relation to whom the Application Form and the Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the 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 "Offer Procedure" beginning on page 224 of this Draft Prospectus.
Lead Manager or LM	The Lead Manager to the Offer, namely Horizon Management Private Limited.
Market Maker	The Market Maker to the Offer, in this case being [●].
Market Making Agreement	The Agreement entered into between the Lead Manager, Market Maker, our Company and the Selling Shareholder dated [●].
Market Maker Reservation	The reserved portion of [●] Equity Shares of face value of ₹10 each fully paid for cash at a price of ₹[●] per Equity Share aggregating ₹[●] for the Market Maker in this Offer.
Materiality Policy	The policy adopted by our Board on December 21, 2024, for identification of group companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Offer/ Net Issue	The Offer / Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹10 each of the Company at ₹[●] (including share premium of ₹[●]) per equity share aggregating to ₹[●].
Net Proceeds	The Offer Proceeds, less the Offer related expenses, received by the Company. For information about use of the Offer Proceeds and the Offer expenses, please refer to "Objects of the Offer" beginning on page 62 of this Draft Prospectus.
Non-Institutional Applicant / Investors	All Applicants, including Eligible FPIs, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs, OFIs other than eligible QFIs).
Non-Retail Investors Portion	The remaining portion of the Net Offer including [●] Equity Shares, after retails portion, being not more than 50% of the Net Offer which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Offer/ Offer Size/ Initial Public Offer/ Initial Public Offer/ Initial Public Offering/ IPO / Issue	Public Offer of up to 57,10,000 Equity Shares of face value of ₹10 each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating ₹[●] lakhs comprising of a fresh offer of upto 53,00,000 equity shares aggregating up to ₹[●] lakhs by our Company and offer for sale of upto 4,10,000 equity shares aggregating up to ₹[●] lakhs by our selling shareholder.
Offer Agreement	The agreement dated December 20, 2024, amongst our Company, the Selling Shareholder and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.

Offer for Sale	The offer for sale up to 4,10,000 Equity Shares aggregating up to ₹[●] lakhs by the Selling Shareholder in the Offer.
Offer / Issue Closing Date	The date on which Offer / Issue closes for subscription is [●]
Offer / Issue Opening Date	The date on which Offer / Issue opens for subscription is [●]
Offer Period	The period between the Offer Opening Date and the Offer Closing Date inclusive of both the days during which prospective investors may submit their application.
Offer Price	The price at which the Equity Shares are being offered by our Company under this Draft Prospectus being ₹[●] per Equity Share of face value of ₹10 each fully paid. The Offer Price will be decided by our Company, in consultation with the Lead Manager, in terms of the Draft Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale shall be available to the Selling Shareholder, for further details please see “ <i>Objects of the Offer</i> ” page 62 of this Draft Prospectus.
Offered Shares	Up to 4,10,000 Equity Shares aggregating up to ₹[●] lakhs being offered by the Selling Shareholder in the Offer for Sale
Public Offer Account	Account opened with the Banker to the Offer/ Public Offer Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus dated [●], which is filed with the RoC containing, inter alia, the Offer opening and closing dates and other information.
ISIN	INE1CJA01015
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Offer Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Offer, at which the Refund Account for the Offer will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with the Stock Exchange having nationwide terminals, other than the LMs and the Syndicate Members and eligible to procure Applications in terms of Circular No. CIR/CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
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 as per the list available on the website of BSE, and the UPI Circulars
Registrar/ Registrar to the Offer	MAS Services Limited
Registrar Agreement	Registrar agreement dated December 20, 2024 entered into between our Company, the Selling Shareholder, and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
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.
Retail Individual Investor(s) or RII(s)	Individual Applicants, who have made Applications for the Equity Shares for an amount not more than ₹200,000 in any of the application options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	Portion of the Offer being not less than 50% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Applicants (subject to valid Applications being received at or above the Offer Price)
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Offer Period and withdraw their Application until Offer Closing Date
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIIs using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI

	at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Sponsor Bank	Sponsor Bank means a Banker to the Offer registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchange and NPCI in order to push the mandate to collect requests and / or payment instructions of the retail investors into the UPI, in this case [●].
Stock Exchange	BSE
Syndicate Agreement	Agreement dated [●] entered into amongst our Company, the Selling Shareholder, the LM, and Syndicate Members
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriting Agreement	Underwriting Agreement dated [●] amongst our Company, the Selling Shareholder, the LM, and the Underwriters.
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
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/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the BSE in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Applicants by way of a notification on the UPI-linked mobile application and by way of an SMS on directing the UPI Applicants to such UPI mobile application) to the UPI Applicants initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Process for applications by UPI Applicants submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
UPI PIN	A password to authenticate a UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Days	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Offer Closing Date and the listing of the Equity Shares on the BSE SME, Working Day shall mean all trading days of the BSE SME, excluding Sundays and bank holidays in India, as per circulars issued by SEBI

Technical/Industry Related Terms/Abbreviations

Terms	Description
AAT	Advanced Automotive Technology
ACC	Advanced Chemistry Cell
AEEE	Alliance for an Energy Efficient Economy
AMC	Annual Maintenance Contract
B2B	Business to Business
B2C	Business to Consumer
BCCI	Board of Control for Cricket in India
BEE	Bureau of Energy Efficiency
BMS	Battery Management Systems
BOM	Bill of Materials

Terms	Description
CAGR	Compound Annual Growth Rate
CII	Confederation of Indian Industry
CKD	Completely Knocked Down
CSR	Corporate Social Responsibility
DPIIT	Department for Promotion of Industry, and Internal Trade
E2W	Electric Two Wheeler
EV	Electric Vehicle
FAME	Fast Adoption and Manufacturing of Hybrid and Electric Vehicles
GARC	Global Automotive Research Centre
GDP	Gross Domestic Product
GIFT	Gujarat International Finance Tec
GST	Goods and Services Tax
ICAT	International Centre for Automotive Technology
ICE	Internal Combustion Engine
IMF	International Monetary Fund
IOT	Internet of Things
LECCS	Light EV Combined Charging Standard
LED	Light Emitting Diode
MoRTH	Ministry of Road Transportation and Highways
NATO	North Atlantic Treaty Organization
NSO	National Statistical Office
OECD	Organisation for Economic Co-operation and Development
OEM	Original Equipment Manufacturer
OPEC	Organization of the Petroleum Exporting Countries
PLI	Production Linked Incentive
QC	Quality Control
QMS	Quality Management System
R&D	Research and Development
RMI	Rocky Mountain Institute
RTO	Regional Transport Office
SMEV	Society of Manufacturers of Electric Vehicles
SOP	Standard Operating Procedure
WEO	World Economic Outlook
WMI	World Manufacturer Identification

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
AIFs	Alternative Investment Funds
BSE	BSE Limited
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identity Number

Term	Description
Companies Act, 1956	Companies Act, 1956, along with the relevant rules made thereunder
“Companies Act, 2013” or “Companies Act”	Companies Act, 2013, along with the relevant rules made thereunder
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (<i>earlier known as the Department of Industrial Policy and Promotion</i>)
DP ID	Depository Participant Identification
DP/ Depository Participant	Depository participant as defined under the Depositories Act
EBITDA	Earnings before interest, taxes, depreciation, and amortisation. EBITDA is calculated as restated profit for the year plus total tax expenses, depreciation and amortisation expenses, and finance costs
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
“GoI” or “Government” or “Central Government”	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS/ Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
IPO	Initial public offering
IST	Indian Standard Time
IT Act	The Income Tax Act, 1961
“Listing Regulations” or “SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Mutual Fund (s)	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N/A	Not applicable
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NBFC	Non-Banking Financial Company
NPCI	National Payments Corporation of India
NRI	Individual resident outside India, who is a citizen of India
NSDL	National Securities Depository Limited
OCB	An entity de-recognised through Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. OCBs are not allowed to invest in the Offer
P/E	Price/earnings
P/E Ratio	Price/earnings ratio
PAN	Permanent account number

Term	Description
RBI	The Reserve Bank of India
RTGS	Real Time Gross Settlement
Regulation S	Regulation S under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchange/Designated Stock Exchange	BSE
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Borrowings	Non-current borrowings including current maturities of non-current borrowings
U.S./USA/United States	United States of America, its territories and possessions, any State of the United States, and the District of Columbia
U.S. Securities Act	U.S. Securities Act of 1933, as amended
USD/US\$	United States Dollars
VAT	Value added tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

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CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

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

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

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

Financial Data

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Unless stated otherwise, all references in this Draft Prospectus to the terms Fiscal or Fiscal Year or Financial Year, are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Prospectus are to a calendar year.

Unless stated otherwise or where the context otherwise requires, the financial data in this Draft Prospectus is derived from the Restated Financial Statements.

Restated Financial Statements of the Company comprising the Restated Statement of Assets and Liabilities as at November 30, 2024, 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flow for the eight months ended November 30, 2024 and each of the years ended 31 March 2024, 31 March 2023 and 31 March 2022, the Summary Statement of Significant Accounting Policies and other explanatory information annexed to this Report, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

For further information, see “*Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 151 and 187, respectively.

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

Unless the context otherwise indicates, any percentage amounts, or ratios as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 20, 97 and 187, respectively, and elsewhere in this Draft Prospectus have been calculated on the basis of amounts derived from our Restated Financial Statements.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America

Our Company has presented all numerical information in this Draft Prospectus in “lakhs” units or in whole numbers where the numbers have been too small to represent in lakhs. One lakh represents 1,00,000 and one Lakhs represents 10,00,000.

Figures sourced from third-party industry sources may be expressed in denominations other than lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

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

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

Currency	As at			
	November 30, 2024 ⁽¹⁾	March 31, 2024 ⁽¹⁾	March 31, 2023 ⁽¹⁾	March 31, 2022 ⁽¹⁾
1 USD	84.50*	83.37*	82.22	75.91

Source: www.fbil.org.in ; www.rbi.org.in

(1) If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

(2) *Since, November 30, 2024 and March 31, 2024 was a public holiday, the closing rate as of November 29, 2024 and March 28, 2024 has been considered.

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Prospectus has been obtained from industry sources as well as Government publications. Industry sources as well as Government publications generally state that the information contained in those publications has been obtained from sources believed to be reliable.

The extent to which the market and industry data used 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 the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, "Basis for Offer Price" on page 76 of this Draft Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the Selling Shareholder, nor the LM has independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" beginning on page 20 of this Draft Prospectus.

FORWARD-LOOKING STATEMENTS

This Draft Prospectus contains certain “forward-looking statements”. All statements contained in this Draft Prospectus that are not statements of historical fact constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans and prospects are “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “likely to”, “seek to”, “shall”, “objective”, “plan”, “project”, “propose”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our expected financial condition, results of operations, business, prospects, strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the retail industry and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions, in India and globally, which have an impact on our business activities or investments, the monetary and Fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the retail industry, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- We do not own our Registered Office and Corporate Office and the land on which our new factory at Domjur is situated. A failure to renew our existing arrangement at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation.
- Our Company, Individual Promoter, and Directors are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations.
- Our success depends on our ability to successfully develop, introduce, manufacture, market and deliver new electric vehicle models of high quality on schedule and on a large scale, which may expose us to new and increased challenges and risks.
- We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.
- We do not own the manufacturing facility located at Bhiwandi, Maharashtra. A failure to renew our existing arrangement at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation.
- We import a part of our raw materials blend from China. Any inability to pass on increased price of the key raw materials, used for manufacturing our products may affect our profitability.
- Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.
- We have a limited operating history in respect of our products, which may make it difficult for investors to evaluate our business and prospects.
- We cannot assure you that the proposed setting up of new manufacturing facility will become operational as scheduled, or at all, or operate as efficiently as planned. If we are unable to commission our new facilities in a timely manner or without cost overruns, it may adversely affect our business, results of operations and financial condition.
- Our Promoter Group Company is having similar line of objects as our Company and may compete with us.

For further discussion of factors that could cause the actual results to differ from the expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 20, 97 and 187, 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 future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Draft Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management’s belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, the Selling Shareholder, our Promoters, our Directors, the LM nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements of SEBI, our Company and the Selling

Shareholder shall ensure that investors in India are informed of material developments from the date of the Draft Prospectus until the time of the grant of listing and trading permission by the Stock Exchange for the Offer.

In accordance with requirements of SEBI and as prescribed under applicable law, the Selling Shareholder shall ensure that the investors in India are informed of material developments in relation to statements and undertakings specifically undertaken or confirmed by it in relation to itself and its respective portion of the Offered Shares in this Draft Prospectus until the time of the grant of listing and trading permission by the Stock Exchange. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholder, as the case may be, in this Draft Prospectus shall be deemed to be statements and undertakings made by the Selling Shareholder.

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures included in this Draft Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Financial Statements”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Description of Equity Shares and Terms of Articles of Association” on pages 20 , 40 , 53 , 62 , 84 , 97 , 151 , 198 , 224 and 252 , respectively.

Summary of the primary business of our Company

Raft Motor is a part of Cosmic Birla Group based out of Kolkata. We manufacture comprehensive range of electric two-wheelers. Committed to addressing the urgent need for electric mobility solutions in India, Raft Motors focuses on delivering user friendly, technologically advanced and affordable electric two-wheelers. Our mission extends beyond product excellence, aiming to contribute to a cleaner and more sustainable future for the nation and also develop further electric based mobility solutions. We are presently operating in Maharashtra, West Bengal, Odisha, Gujarat and Madhya Pradesh.

For further details, please refer to “Our Business” on page 97 of this Draft Prospectus.

Summary of the industry in which our Company operates

India is rapidly establishing itself as one of the fastest-growing markets for Electric Two-Wheelers (E2Ws). The two-wheeler segment dominates the Indian automobile industry, accounting for over 70% of all registered vehicles. E2Ws provide a convenient and efficient solution for short-distance urban travel, making them particularly suitable for India’s densely populated cities. India’s E2W adoption has been steadily rising, in line with global trends observed in mature EV markets, where penetration levels of 3-5% in the leading vehicle segment (e.g., E4Ws in other regions) have historically triggered a surge in EV adoption. This surge is typically driven by factors like increased product awareness, improved user comfort, and strengthened market supply. With E2W penetration in India crossing 5% and a strong foundation set by advancements in technology, manufacturing, and policy incentives, the country is poised for rapid growth in E2W adoption over the next five years, mirroring the explosive growth seen in other mature EV markets.

For further details, please refer to “Industry Overview” on page 84 of this Draft Prospectus.

Name of our Promoters

Aditya Vikram Birla and AVB Endeavors Private Limited are the Promoters of our Company. For further details, please refer to “Our Promoters” on page 142 of this Draft Prospectus.

Offer size

Our Company is proposing a public issue of up to 57,10,000 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 up to ₹ [●] lakhs. The Offer comprises of a Fresh Issue of up to 53,00,000 Equity Shares by our Company aggregating up to ₹ [●] lakhs (the “**Fresh Issue**”) and an offer for sale of up to 4,10,000 Equity Shares (the “**Offered Shares**”) by Aditya Vikram Birla (the “**Selling Shareholder**”) aggregating up to ₹ [●] (the “**Offer for Sale**”).

Out of this, [●] 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 ₹ [●] lakhs will be reserved for subscription by Market Maker to the Offer (the “**Market Maker Reservation Portion**”). The Offer 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 including a share premium of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs is herein after referred to as the “**Net Offer**”.

The Offer and the Net Offer will constitute [●] % and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

Objects of the Offer

The fund requirements for each of the Object of the Offer are stated as below:

The details of the proceeds of the Fresh Offer are in the table below:

Objects	(₹ in lakhs) Amount*
Gross Proceeds from the Fresh Offer	[●]
Less: Estimated Offer related expenses in relation to the Fresh Offer (only those apportioned to the Company)	[●]
Net Proceeds from Fresh Offer (Net Proceeds)	[●]

*To be updated in the Prospectus prior to filing with the ROC.

Utilization of Net Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount
1.	Funding the capital expenditure towards land with proposed structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal	Up to 5,000.00
2.	Funding the capital expenditure towards plant and machineries for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal	Up to 2,101.93
3.	Prepayment or repayment of all or a portion of certain unsecured loans availed by our Company;	Up to 1,501.00
4.	Funding working capital requirements of our Company	Up to 2,500.00
5.	General corporate purposes ⁽¹⁾⁽²⁾	[●]

⁽¹⁾To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

⁽²⁾The amount to be utilised for general corporate purposes shall not exceed 10% of the Gross Proceeds of the Issue.

For further details, see “Objects of the Offer” beginning on page 62 of this Draft Prospectus.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Selling Shareholder as a percentage of our issued and paid-up Equity Share capital

The aggregate pre-Offer shareholding of our Promoters, Selling Shareholder and members of our Promoter Group as a percentage of the pre-Offer issued and paid-up Equity Share capital of our Company on a fully diluted basis is set out below:

Sl. No.	Name of the Shareholder	No. of equity Shares	As a % of Issued Capital	No. of equity Shares (post Offer)	As a % of Issued Capital (post Offer)*
Promoter and Selling Shareholder					
1	Aditya Vikram Birla	57,63,750	38.26%	53,53,750	[●]
2	AVB Endeavors Private Limited	42,00,000	27.88%	42,00,000	[●]
	Total holding of the Promoters (A)	99,63,750	66.14%	95,53,750	[●]
Promoter Group					
3	Prilika Enterprises Private Limited	14,69,250	9.75%	14,69,250	[●]
4	Purvi Birla	3,46,500	2.30%	3,46,500	[●]
5	Gayatri Birla Agrawal	7,200	0.05%	7,200	[●]
	Total holding of the Promoter Group (other than Promoters) (B)	18,22,950	12.10%	18,22,950	[●]
	Total (A+B = C)	1,17,86,700	78.25%	1,13,76,700	[●]

* To be updated in the Prospectus

Summary of Restated Financial Statements

The summary details derived from the Restated Financial Statements are as follows:

(₹ in lakhs, except per share data)

Particulars	As at/ for the eight months ended November 30, 2024	As at / For the year ended March 31,		
		2024	2023	2022
(A) Equity Share capital	251.06	157.50	75.00	75.00
(B) Net Worth ⁽¹⁾	3,475.16	312.10	158.26	123.57
(C) Revenue from operations	4,304.29	191.50	785.20	1,174.69
(D) Profit for the period/year	667.05	71.35	34.68	48.66
(E) Earnings per equity share (Basic and Diluted)	28.84	7.06	4.62	57.23
(F) Net asset value per share ⁽²⁾	23.07*	19.82	21.10	16.48
(G) Total Borrowings ⁽³⁾	1,501.00	97.12	87.37	64.02

* Adjusted for bonus issue on December 21, 2024.

Notes:

(1) Total Equity represents Equity share capital plus Other equity. Total Equity is also referred to as Net Worth

- (2) Net asset value per share represents Net Worth as at the end of the period divided by the number of equity shares outstanding as at the end of the relevant period.
- (3) Total Borrowings represents the aggregate of debt securities and borrowings (other than debt securities) outstanding as of the last day of the relevant period/year.

For details, see “Financial Statements” on page 151.

Auditor’s qualifications which have not been given effect to in the Restated Financial Statements

There are no auditor qualifications which have not been given effect to in the Restated Financial Statements.

Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Promoters, Directors and Group Companies, as disclosed in “Outstanding Litigation and Material Developments” on page 198, in terms of the SEBI ICDR Regulations and the materiality policy approved by our Board pursuant to a resolution dated December 21, 2024, as of the date of this Draft Prospectus is provided below:

<i>(in ₹ lakhs)</i>		
Nature of cases	Number of cases	Total amount involved [^]
Litigation involving our Company		
<i>Against our Company</i>		
Material civil litigation proceedings	Nil	Nil
Criminal cases	6	-
Action taken by statutory and regulatory authorities	Nil	Nil
Tax proceedings	Nil	Nil
<i>By our Company</i>		
Material civil litigation proceedings	Nil	Nil
Criminal cases	2	-
Tax proceedings	Nil	Nil
Litigation involving our Directors		
<i>Against our Directors</i>		
Material civil litigation proceedings	Nil	Nil
Criminal cases	2	-
Action taken by statutory and regulatory authorities	Nil	Nil
Tax proceedings	Nil	Nil
<i>By our Directors</i>		
Material civil litigation proceedings	Nil	Nil
Criminal cases	Nil	Nil
Litigation involving our Promoters		
<i>Against our Promoters</i>		
Material civil litigation proceedings	Nil	Nil
Criminal cases	2	-
Action taken by statutory and regulatory authorities	Nil	Nil
Tax proceedings	Nil	Nil
<i>By our Promoters</i>		
Material civil litigation proceedings	Nil	Nil
Criminal cases	Nil	Nil
Group Companies		
Outstanding litigation that has a material impact on our Company	Nil	Nil

[^] To the extent ascertainable

* Not quantifiable

For further details, see “Outstanding Litigation and Material Developments” on page 198.

Risk Factors

For details of the risks applicable to us, see “Risk Factors” on page 20. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

Summary table of contingent liabilities

The following is a summary table of our contingent liabilities as at end of the last three financial years are as under:

(₹ in lakhs)

Particulars	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Shree Sai Nath Services	14.87	14.87	-	-
Total	14.87	14.87	-	-

For further details of our contingent liabilities as per AS 29 – Provisions, Contingent Liabilities and Contingent Assets, see “Restated Financial Statements – Note 29: Contingent Liabilities”.

Summary of related party transactions for last three Financial Years and eight months ended November 30, 2024

The details of related party transactions of our Company for the eight months November 30, 2024 and Fiscal years ended March 31, 2024, 2023 and 2022, as per AS 18 – Related Party Disclosures as per Restated Financial Statements are set forth in the table below:

(₹ in lakhs)

A) Transactions with enterprises where Key Management Personnel and their Relatives have significant influence:

Name of the party	Nature of Transactions	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
AVB Entech Pvt. Ltd	Purchase	280.91	36.92	-	-
Cosmic CRF Limited	Purchase	323.84	-	-	-
Cosmic EV Limited	Purchase	-	32.73	-	-
N S Engineering Project Pvt.Ltd	Purchase	105.35	-	-	-
Prilika Enterprises Pvt Ltd	Purchase	349.10	-	-	-
AVB Entech Pvt. Ltd	Sales	-	48.70	-	-
Cosmic EV Limited	Sales	389.45	-	-	-
N S Engineering Project Pvt.Ltd	Sales	14.96	-	-	-
Prilika Enterprises Pvt Ltd	Sales	390.06	-	-	-
AVB Entech Pvt. Ltd.	Payment Received	-	4.90	-	-
Cosmic EV Limited	Payment Received	358.00	69.50	-	-
Prilika Enterprises Pvt Ltd	Payment Received	84.05	-	-	-
AVB Entech Pvt. Ltd.	Payment Given	274.03	-	-	-
Cosmic EV Limited	Payment Given	35.00	34.50	-	-
Cosmic CRF Limited	Payment Given	350.00	-	-	-
N S Engineering Project Pvt.Ltd	Payment Given	90.38	-	-	-
Prilika Enterprises Pvt Ltd	Payment Given	43.08	-	-	-
AVB Entech Pvt. Ltd.	Loan Taken	25.00	97.00	-	-
Prilika Enterprises Pvt Ltd	Loan Taken	80.35	0.97	-	-
AVB Entech Pvt. Ltd.	Loan Repaid	25.23	-	-	-
Prilika Enterprises Pvt Ltd	Loan Repaid	180.07	-	-	-
AVB Entech Pvt.Ltd	Interest Payable	0.23	-	-	-
Prilika Enterprises Pvt Ltd	Interest Payable	2.59	0.12	-	-
Prilika Enterprises Pvt Ltd	Rent Payable	-	0.35	-	-
Prilika Enterprises Pvt Ltd	Rent Paid	0.35	-	-	-

B) Transactions with Key Managerial Personnel

Name of the party	Nature of Transactions	30th November, 2024	31st March, 2024	As at 31st March 2023	As at 31st March 2022
Rakesh Salve	Director Remuneration Payable	-	3.68	-	-
Parivesh Shukla	Director Remuneration Payable	-	3.68	-	-

III) Closing Balance as on 30th November, 2024

Name of the party	Nature of Transactions	30th November, 2024	31st March, 2024	March 2023	March 2022
AVB Entech Pvt. Ltd	Debtors (Net of Creditors)	-	6.88	-	-
Cosmic EV Limited	Debtors (Net of Creditors)	(1.27)	(67.73)	-	-
Cosmic CRF Limited	Advance to Suppliers	26.16	-	-	-
Prilika Enterprises Pvt. Ltd	Loan Taken	-	(97.12)	-	-
Prilika Enterprises Pvt. Ltd	Rent Payable	-	0.35	-	-

For details of the related party transactions and details of transactions of our Company, see “Restated Financial Statements – Note 34: - Notes to Restated Financial Statements – Related Party Disclosures”.

Details of all financing arrangements whereby our Promoters, members of our Promoter Group, the directors of our Corporate Promoters, our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of nine months immediately preceding the date of this Draft Prospectus

Our Promoters, members of our Promoter Group, the directors of our Corporate Promoter, our Directors and their relatives have not financed the purchase by any person of securities of our Company other than in the normal course of the business of the financing entity during the period of nine months immediately preceding the date of this Draft Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholder, in the last one year

The weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders, in the last one year preceding the date of this Draft Prospectus is as follows:

Name of the Promoters / Selling Shareholder	Number of Equity Shares [^]	Weighted average price of acquisition per Equity Share** (in ₹)
Aditya Vikram Birla	50,28,125	0.45
AVB Endeavors Private Limited	42,00,000	1.67

The weighted average price at which the specified securities were acquired by the Selling Shareholder, in the last one year preceding the date of this Draft Prospectus is as follows:

Number of Equity Shares	Weighted average price of acquisition per Equity Share** (in ₹)
Aditya Vikram Birla	0.45

Average cost of acquisition of Equity Shares of our Promoters and Selling Shareholder

The average cost of acquisition per Equity Share by our Promoters and the Selling Shareholder as on date of this Draft Prospectus is as follows:

Name	Number of Equity Shares	Average cost of acquisition per Equity Share* (in ₹)
Promoter & Selling Shareholder		
Aditya Vikram Birla	57,63,750	2.94
Promoter		
AVB Endeavors Private Limited	42,00,000	1.67

Details of the pre-IPO placement

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

Any issuance of Equity Shares in the last one year for consideration other than cash or bonus issue

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Prospectus except as bonus shares as stated below:

Date of allotment of equity shares	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment
December 21, 2024	1,25,53,000	10	NA	Bonus Issue

For further details, see “*Capital Structure*” on page 53.

Any split/consolidation of Equity Shares in the last one year

There has not been a split or consolidation of Equity Shares in the last one year.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Offer. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 84, 97 and 187 of this Draft Prospectus, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

This Draft Prospectus also contains forward-looking statements that involve risks, assumptions, estimates 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, in the section titled “Forward-Looking Statements” on page 13 of this Draft Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.

Materiality:

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

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Schnell Drone Technologies Limited.

The risk factors are classified as under for the sake of better clarity and increased understanding.

INTERNAL RISK FACTORS

BUSINESS RELATED RISKS

1. ***We do not own our Registered Office and Corporate Office and the land on which our new factory at Domjur is situated. A failure to renew our existing arrangement at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation***

As on the date of this Draft Prospectus, our Registered Office, Corporate Office and new factory are located on premises taken on leave and license basis from third parties. There can be no assurance that our Company will be able to successfully renew the said leave and license agreement in a timely manner or at all or on terms favourable to us. Further, there can be no assurance that we will not face any disruption of our rights as a licensee and that the leave and license agreement will not be terminated prematurely by the licensor. Any such non-renewal or early termination or any disruption of our rights as licensee will adversely affect our business, financial conditions and results of operations. For further details, see “Our Business” on page 97.

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

There are outstanding legal and regulatory proceedings involving our Company, our Individual Promoter, and Directors which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert the management’s time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, continuity of our management, business, cash flows, financial condition and results of operations.

The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Prospectus is set out below:

a) Litigations involving our Company

i) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	6	-
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	2	-
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

b) Litigations involving our Directors

i) Cases filed against our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	2	-
Direct Tax matters*	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) Cases filed by our Directors:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

c) Litigations involving our Promoters

i) Cases filed against our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	2	-
Direct Tax matters*	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) Cases filed by our Promoters:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

**To the extent quantifiable*

Further, we cannot assure you that there will be no new legal and regulatory proceedings involving our Company, Individual Promoter or Directors in the future. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation. For further information, see “*Outstanding Litigation and Other Material Developments*” on page 198.

3. Our success depends on our ability to successfully develop, introduce, manufacture, market and deliver new electric vehicle models of high quality on schedule and on a large scale, which may expose us to new and increased challenges and risks.

Our growth depends on our ability to successfully develop, introduce, manufacture, market and deliver new variants of EV scooters, EV motorcycles, etc (please refer to “*Our Business*” on page 97 in the medium-to-long term. This development of new EVs requires significant capital expenditure, including investments in engineers and other human capital, optimization of our supply chain, R&D costs and other intangibles, which may result in cost overruns, particularly given that we have no prior experience manufacturing such EVs. Factors affecting competition include, among others, technological innovation, product quality and safety, product pricing, sales efficiency, manufacturing efficiency, quality of services, brand value, design and styling. Increasing competition may lead to lower EV unit sales and increasing inventory. Our ability to successfully compete against other vehicle brands will be fundamental to our future success in existing and new markets and our market share.

Further, we may experience material delays in the launch and rollout of new EVs in the future and our growth prospects could be adversely affected as we may fail to maintain or grow our market share.

Developing and launching new products will need enhancements to be made to our technology platform may also involve significant risks and capital investments that may not generate commensurate returns on investment. We may not be able to innovate or innovate at the speed of some of our competitors. Hence, our technology or platform may become obsolete and this may result in a loss of market share. We may use new technologies ineffectively, or we may fail to adapt to emerging industry standards or regulatory requirements. Due to any of the reasons above, our customers may be dissatisfied with our EVs which in turn may cause a decline in our brand reputation and sales.

Our ability to generate cash flow, secure necessary funding and control expenses and investments in anticipation of expanded operations;

- our inability to manage a large work force in different divisions and geographies and implement and enhance administrative infrastructure, safety, systems and processes;
- our inability to secure the necessary EV components, services, or licenses on acceptable terms and in a timely manner;
- our inability to deliver final EV component designs to our suppliers in a timely manner;
- our inability to maintain effective and efficient quality and safety controls, including within our manufacturing processes;
- our inability to design and manufacture EVs without defects that require us to undertake repairs or take field actions,

such as issuing product recalls or changing vehicle designs; and

- our inability to obtain the required regulatory approvals and certifications.

If we are unable to manage or prevent the above risks, our brand, reputation and results of operations will be negatively impacted.

4. We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.

We are engaged in manufacturing electric two wheelers. We are dependent upon our relationship with our channel partners and dealers. As part of our business model, our company has institutional sales through channel partner as well as direct sale to individuals through its distributor/dealer network. A break up of the revenue earned by our Company from institutional sales through channel partner as well as direct sale to individuals through its distributor/dealer network during the period ended November 30, 2024, and the preceding three Fiscals ended 2024, 2023 and 2022 are as under:

Particulars	November 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Amount	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Sale through channel partner (B2B)	2060.18	47.86%	-	-	-	-	-	-
Sale to dealers / distributors (B2C)	2,244.11	51.14%	191.50	100%	712.86	100.00%	1004.71	100.00%

Our business operations are highly dependent on sale through channel partner. Our marketing team gets our products tested and approved with various corporate which are in the last mile delivery businesses. Subsequently, we have entered into long term arrangement with channel partners to supply our approved models to the last mile delivery business houses.

In case of loss of any of our channel partner through whom we cater to last mile delivery businesses and/or distributor/dealer may adversely affect our sales and consequently on our business and results of operations.

5. We do not own the manufacturing facility located at Bhiwandi, Maharashtra. A failure to renew our existing arrangement at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation.

Our manufacturing process is carried out at Vioev Ventures LLP, Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, India, on contract manufacturing basis, under certification issued by International Centre for Automotive Technology (iCAT) to manufacture our models of electric two-wheelers. This facility is owned by Vioev Ventures LLP, with whom we have entered into an Exclusive Agreement dated January 3, 2024, pursuant to which the manufacturing and supply of our products are done. Any failure to renew such arrangement or early termination of the same may require us to shift our manufacturing activity to a new contractor thereby having a material adverse effect on our business, financial condition and results of operation.

6. We import a part of our raw materials blend from China. Any inability to pass on increased price of the key raw materials, used for manufacturing our products may affect our profitability.

The details of the raw materials required for manufacturing our products along with the source of such raw materials have been provided below:

S. No.	Raw Material	Source
1.	CKD Materials	Import from China
2.	Battery	Sourced locally from India
3.	Charger	Sourced locally from India
4.	Tyre	Sourced locally from India
5.	Chassis	Sourced locally from India

We import a part of the CKD Materials from China from various suppliers, therefore we are dependent upon smooth trade relations between India and China. In view of the ongoing clashes between both the countries, if any of the countries decide to restrict or all together halt the trade, our products would be adversely impacted. Further, in the event any policy is adopted which increases the import duty on the goods purchased from China, our raw materials may become costlier and less economic for us. In addition to above, the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in government policies and regulations, including those relating to the electric Vehicles industry in general.

We have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us at reasonable prices and may choose to sell their products to our competitors. Non-availability or inadequate quantity of raw material could also impact the cost of polymers required by us for manufacturing our finished products.

We do not have an understanding or formal agreements executed with our customers, wherein we have mutually agreed to pass on any increase in the cost of raw materials to our customers. In the event, we are unable to account the increased cost of raw materials in the cost of our products, our financial condition and result of operations would be severely impacted. We cannot assure you that we will always be able to meet our raw material requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of raw materials to our customers. Our inability to pass on the increased costs of raw materials to our customers in future, may affect our profitability.

7. Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

We have experienced negative cash flows in the past which have been set out below:

Particulars	For the period ended November 30, 2024	For the year ended March 31,		
		2024	2023	2022
Net Cash from Operating Activities	(1,882.97)	(63.03)	(8.27)	(127.32)
Net Cash from Investing Activities	(786.52)	-	3.03	(6.30)

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, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, please refer “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 151 and 187, respectively.

8. We have a limited operating history in respect of our products, which may make it difficult for investors to evaluate our business and prospects.

Our Company has started operation 2019. We have a limited operating history of manufacturing and selling of electric two wheelers. Due to our limited operating history, the investors may not be able to evaluate our business, future prospects and viability. Further, on account of our limited operating history, we may not have sufficient experience to address the risks relating to electric two wheeler manufacturing. Additionally, at an early stage, we may not be able identify risks involved in such operations and therefore could fail to achieve timely fulfillment of business targets. Additionally, we may face challenges in planning and forecasting accurately as a result of our limited historical data and inexperience in implementing and evaluating our business strategies. Our inability to successfully address these risks, difficulties and challenges as a result of our inexperience and limited operating history may have a negative impact on our ability to implement our strategic initiatives, which may have an adverse effect on our business, prospects, financial condition and results of operations.

9. We cannot assure you that the proposed setting up of new manufacturing facility will become operational as scheduled, or at all, or operate as efficiently as planned. If we are unable to commission our new facilities in a timely manner or without cost overruns, it may adversely affect our business, results of operations and financial condition.

We intend to utilize a portion of the Net Proceeds of the Issue up to Rs. 7,101.93 Lakhs, towards setting up of a new manufacturing unit at Mouza Dakshin Jharpadah, Domjur, Jharpadaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal – 711405, to manufacture and sale electric two wheelers and its component which will be sold under “Raft Motors” brand name. We envisioned the proposed plant will integrate the production of key components essential for our electric two-wheelers, ensuring quality control and cost efficiency. The facility will encompass:

- **Fibre Parts Manufacturing:** Production of lightweight and durable body panels and components.
- **Chassis Fabrication:** Development of robust frames to ensure structural integrity.
- **Seat Production:** Manufacturing of ergonomic and comfortable seating solutions.
- **Motor Manufacturing:** Assembly of efficient electric motors tailored for two-wheeler performance.
- **Converter Production:** Creation of power converters to manage energy distribution within the vehicle.

Our Company presently procures these component including chassis from third parties and also imported from China, and therefore to integrate the said process in our operations, we are proposing to set up a complete manufacturing setup to ensure a complete make in India electric two-wheeler, in West Bengal which is in close proximity to our new manufacturing unit. The proposed unit shall be equipped to carry out manufacturing of all kinds of components including chassis, body and other fitments with an installed capacity of 60,000 electric two-wheeler per annum in a single shift. For further details, please refer to the chapter titled “*Object of the Offer*” at page 62 of this Draft Prospectus.

Our expansion plan may be subject to delays and other risks, among other things, unforeseen engineering or technical problems, disputes with workers, force majeure events, unanticipated cost increases or changes in scope and delays in obtaining certain property rights and government approvals and consents. Additionally, we may face risks in commissioning the proposed facilities including but not limited to, delays in the construction or for other unknown reasons, our proposed facilities do not function as efficiently as intended, or utilisation of the proposed facilities is not optimal, we may not be able to take additional orders to produce anticipated or desired revenue as planned any of which could result in delays, cost overruns or the termination of the plan for expansion of our manufacturing units.

In the event of any delay in the schedule of implementation or if we are unable to complete the project as per the scheduled time, it could lead to revenue loss. While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. As a result our business, financial condition, results of operations and prospects could be materially and adversely affected. For further details, please refer to the chapter titled — “*Objects of the Offer*” on page 62 of this Draft Prospectus.

10. Our Promoter Group Company is having similar line of objects as our Company and may compete with us.

One of our promoter group company, Cosmic EV Private Limited, is having similar object as our Company, and may have common pursuits with our Company. We cannot assure you that there will be no conflict of interest in allocating business opportunities between us and our promoter group company going forward. While, there is currently no active conflict between our promoter group company and our Company, however we cannot assure you that there will not be any conflict of interest in allocating business opportunities between us and our promoter group company going forward. We have not entered into any non-compete agreement with our promoter group company, and there can be no assurance that our promoter group company will not compete with our existing business or that we will be able to suitably resolve any such conflict without an adverse effect on our business and financial performance.

11. We generate our major portion of sales from our operations in certain geographical regions. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.

We generate major sales from our customers situated at select geographical regions. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. The table sets forth below revenue earned by our Company by offering services in various states as a percentage of our revenue from operations during the period indicated:

State	November 30, 2024		2024		2023		2022	
	Value	%	Value	%	Value	%	Value	%
Gujarat	18.59	0.43%	-	0.00%	26.67	3.40%	48.43	4.12%
Telangana	-	0.00%	-	0.00%	72.50	9.23%	104.17	8.87%
Punjab	-	0.00%	-	0.00%	102.50	13.05%	203.33	17.31%
Maharashtra	911.62	21.18%	73.37	38.31%	343.33	43.73%	540.83	46.04%
Odisha	16.78	0.39%	1.78	0.93%	87.67	11.16%	84.29	7.18%
Rajasthan	-	0.00%	-	0.00%	60.71	7.73%	64.50	5.49%
West Bengal	3,236.54	75.19%	88.98	46.46%	25.83	3.29%	44.29	3.77%
Others	120.76	2.81%	27.37	14.30%	65.99	8.40%	84.86	7.22%
Total	4,304.29	100.00%	191.50	100.00%	785.20	100.00%	1,174.69	100.00%

Existing and potential competitors to our businesses in these states may increase their focus on these states. The concentration of our operations heightens our exposure to adverse developments related to competition, as well as economic, political, demographic and other changes, which may adversely affect our business prospects, financial conditions and results of operations. While we strive to geographically diversify our product portfolio and reduce our concentration risk, we cannot assure you that adverse developments associated with the region will not impact on our business. If we are unable to mitigate the concentration risk, we may not be able to develop our business as planned and our business, financial condition and results of operation could be adversely affected.

This concentration of business subjects us to various risks, including but not limited to:

- (i) vulnerability to change in laws, policies and regulations of the political and economic environment;
- (ii) perception by our potential customers that we are a regional company which hampers us from competing for large and complex projects at the national level; and
- (iii) limitation on our ability to implement the strategy to cluster projects in the states where we intend to conduct business.

Further, any significant interruption to our operations directly or indirectly as a result of any severe weather or other natural disasters could materially and severely affect our business, financial condition and results of operations. Similar adverse consequences could follow if war, or war-like situation were to prevail or terrorist attacks, *etc.* In such instance, we may have to completely halt our operations which may severely impact our business operations. Any such disruption for any reason could result in significant increase of costs and delays in execution of orders.

Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside our present geographical regions may adversely affect our business prospects, financial conditions and results of operations. While our management believes that our Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance. While such instances have not materially occurred in the past, however future occurrence of any such instances could impact our earnings, financial condition and results of operation.

12. *If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.*

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company's operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and licenses for which renewal applications have been made, kindly refer the chapter titled "*Government and Other Approvals*" beginning on page 202 of this Draft Prospectus.

13. *There have been instances of delays in filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to RoC.*

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by RoC. No show cause notice in respect to the above has been received by our 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 our 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 a material effect on our results of operations and financial position.

14. *We may be unable to respond to changes in consumer demands and market trends in a timely manner.*

Our success depends on our ability to identify, originate and define service and market trends by anticipating, gauging and reacting to rapidly changing consumer demands in electric two wheelers segment in a timely manner. Our electric two wheelers must also appeal to customers whose preferences may vary significantly across regions and cannot be predicted with certainty. We cannot assure you that the demand for our products will continue to grow or that we will be able to continue to develop our technical expertise or meet rapidly changing consumer demands in the future. If we misjudge the market or fail to anticipate a shift in technology in two wheeler, we may be faced with a reduction in revenues. Any inability to respond to changes in consumer demands and market trends in a timely manner could have a material adverse effect on our business, financial

condition and results of operations.

15. *There have been instances of delays in payment of statutory dues, i.e. GST and EPF by the Company. In case of any delay in payment of statutory due in future by our Company, the Regulatory Authorities may impose monetary penalties on us or take certain punitive actions against our Company in relation to the same which may have adverse impact on our business, financial condition and results of operations.*

In the past, there have been certain instances of delays in payment of statutory dues, i.e. GST, by the Company. The details of the delay caused in payment of statutory dues have been provided below:

Kolkata:

GSTR3B

Month	Due Date of filing	Date of Filing Return	Delay Period
June,2024	20-07-2024	06-08-2024	17
October,2024	20-11-2024	29-11-2024	9

Mumbai:

GSTR1

Month	Due Date of filing	Date of Filing Return	Delay Period
May, 2021	11-06-2021	23-07-2021	42
June,2021	11-07-2021	07-08-2021	27
July,2021	11-08-2021	24-08-2021	13
September,2021	11-10-2021	17-11-2021	37
October,2021	11-11-2021	18-11-2021	7
June,2022	11-07-2022	12-07-2022	1
January,2023	11-02-2023	15-04-2023	63
February,2023	11-03-2023	15-04-2023	35
March,2023	11-04-2023	15-04-2023	4
April, 2023	11-05-2023	24-05-2023	13
May, 2023	11-06-2023	21-06-2023	10
July,2023	11-08-2023	21-08-2023	10
September,2023	11-10-2023	11-01-2024	92
October,2023	11-11-2023	11-01-2024	61
November,2023	11-12-2023	12-01-2024	32
December,2023	11-01-2024	12-01-2024	1
May, 2024	11-06-2024	11-07-2024	30
June,2024	11-07-2024	07-08-2024	27

GSTR3B

Month	Due Date of filing	Date of Filing Return	Delay Period
May, 2021	20-06-2021	17-07-2021	27
June,2021	20-07-2021	22-07-2021	2
July,2021	20-08-2021	23-08-2021	3
August,2021	20-09-2021	12-10-2021	22
September,2021	20-10-2021	08-11-2021	19
October,2021	20-11-2021	27-11-2021	7
November,2021	20-12-2021	29-12-2021	9
April, 2022	20-05-2022	23-05-2022	3
July,2022	20-08-2022	22-08-2022	2
August,2022	20-09-2022	26-09-2022	6
December,2022	20-01-2023	15-04-2023	85
January,2023	20-02-2023	15-04-2023	54
February,2023	20-03-2023	15-04-2023	26
April, 2023	20-05-2023	25-05-2023	5
May, 2023	20-06-2023	21-06-2023	1
June,2023	20-07-2023	19-08-2023	30
July,2023	20-08-2023	21-08-2023	1
August,2023	20-09-2023	02-10-2023	12
September,2023	20-10-2023	11-01-2024	83

October,2023	20-11-2023	11-01-2024	52
November,2023	20-12-2023	12-01-2024	23
February,2024	20-03-2024	10-04-2024	21
March,2024	20-04-2024	23-04-2024	3
April, 2024	20-05-2024	27-05-2024	7
May, 2024	20-06-2024	19-07-2024	29
June,2024	20-07-2024	07-08-2024	18
October,2024	20-11-2024	29-11-2024	9

Satna:

GSTR1

Month	Due Date of filing	Date of Filing Return	Delay Period
October,2023	11-11-2023	31-01-2024	81
November,2023	11-12-2023	31-01-2024	51
December,2023	11-01-2024	31-01-2024	20

GSTR3B

Month	Due Date of filing	Date of Filing Return	Delay Period
October,2023	20-11-2023	31-01-2024	72
November,2023	20-12-2023	31-01-2024	42
December,2023	20-01-2024	31-01-2024	11
February,2024	20-03-2024	10-04-2024	21
April, 2024	20-05-2024	27-05-2024	7
June,2024	20-07-2024	10-08-2024	21
October,2024	20-11-2024	29-11-2024	9

The delays in GST payment has occurred due to delay in reconciliation of accounts with customers, delay is bill settlement and receipt of payment. Also, sometimes these delays were also due to administrative and technical issues on the portal during these periods. Further, certain delays have also occurred due to financial challenges faced by erstwhile management. After the new management has taken over the control, initiative have been taken to reconcile the accounts with customer, timely settlements of bills and receivable to ensure timely filing of GST returns.

In the past, there have been certain instances of delays in payment of statutory dues, i.e. EPF, by the Company. The details of the delay caused in payment of statutory dues have been provided below:

F.Y.	Due Date of filing	Date of Filing Return	Delay Period
2022-2023	30-10-2023	31-10-2023	1

The delays in GST payment has occurred due to delay in reconciliation of accounts. These delays were due to administrative and technical issues on the portal during these periods.

Our Company has already made provisions in the financials of the Company for such delay payments. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or defaults in relation to payment of statutory dues. The happening of such event may cause imposition of fine / penalty which may have adverse effect on the results of our operations and financial position.

16. Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.

Our business requires a significant amount of working capital. In the event, we are unable to source the required amount of working capital for addressing an increased demand of our services, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our services.

On the basis of the existing working capital requirement of our Company, please see below the details of our working capital requirements in the preceding three years:

(₹ in Lakhs)								
Sl. No.	Particular	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at November 30, 2024	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027

		(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)	(Projected)
(A)	Current assets							
(a)	Inventories	103.88	216.81	362.02	1,360.25	1,383.13	1,526.25	1,858.31
(b)	Financial assets				-	-	-	
	(i) Trade receivables	113.75	86.28	80.47	2,122.07	2,128.86	3,057.71	4,055.23
(c)	Other Current Assets	148.96	72.90	285.08	1,678.91	1,499.16	1,617.19	1,478.72
	Total current assets (A)	366.59	375.99	727.57	5,161.23	5,011.15	6,201.15	7,392.26
(B)	Current liabilities							
(a)	Financial liabilities							
	(i) Trade payables	111.87	61.39	200.44	1,688.26	987.71	875.42	1,009.72
(b)	Provisions, other current liabilities and current tax liabilities (net)	79.40	83.82	141.94	529.29	340.65	798.14	1,130.24
	Total current liabilities (B)	191.27	145.21	342.38	2,217.55	1,328.36	1,673.56	2,139.96
(C)	Total working capital requirements (C = A – B)	175.32	230.78	385.19	2,943.68	3,682.79	4,527.59	5,252.30
(D)	Funding pattern	-	-					
(a)	IPO proceeds	-	-	-	-	-	2,500.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies inert-corporate borrowing (including bill discounting) and/or internal accruals	175.32	230.78	385.19	2,943.68	3,682.79	2,027.59	5,252.30
	Total	175.32	230.78	385.19	2,943.68	3,682.79	4,527.59	5,252.30

Note: Pursuant to the certificate dated December 21, 2024, issued by the Statutory Auditor.

Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Further, one of the objects of this Issue include funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see “Objects of the Offer” on page 62. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments on the services, on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

17. Our Company proposes to utilize part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain secured and unsecured borrowings availed by our Company and accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.

Our Company intends to utilise a part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain unsecured borrowings availed by our Company. The details of the loans identified to be repaid or prepaid using the Net Proceeds have been disclosed below:

(₹ in Lakhs)

Sl No	Name of the Lenders	Particulars of Loan	Purpose	Outstanding as on 30/11/2024 (Principal Amount Rs. in Lakhs))	Interest Rate	Terms of Payment
1	Arrowspace Construction Pvt Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
2	Aryavarat Suppliers Pvt Ltd	Unsecured Loan	Business - For Working Capital	92.00	9% p.a.	On Demand
3	Devkripa Marketing Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
4	Dhanapati Trading Private Ltd.	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
5	Disayam Suppliers Private Ltd. Formerly - Dhanganga Vyapaar Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
6	Frankshee Agencies Private Ltd. Formerly - Forceful Estates Private Ltd.	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
7	Funidea Vanijya Private Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
8	Ganeshvani Nirman Pvt.Ltd	Unsecured Loan	Business - For Working Capital	96.00	9% p.a.	On Demand
9	Hanuman Dealcom Pvt Ltd.	Unsecured Loan	Business - For Working Capital	41.00	9% p.a.	On Demand
10	Lakitya Merchandise Private Limited Formerly - Lovejoy Vinimay Pvt Ltd.	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
11	Mashinri Traders Private Limited Formerly - Manikala Retail Pvt. Ltd.	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
12	Rajhans Vinimay Private Ltd.	Unsecured Loan	Business - For Working Capital	90.00	9% p.a.	On Demand
13	Samskar Financial Service Pvt Ltd	Unsecured Loan	Business - For Working Capital	20.00	9% p.a.	On Demand
14	Shilpayan Rural Development Pvt Ltd	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
15	Sukriti Nivesh Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
16	Swapanli Trade Commerce Pvt Ltd	Unsecured Loan	Business - For Working Capital	100.00	9% p.a.	On Demand
17	Woodstick Infraprojects Pvt Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
Total				1,501.00		

While we believe that utilization of Net Proceeds for repayment of unsecured loans would help us to reduce our cost of debt and enable the utilization of our funds for further investment in business growth and expansion, the pre-payment of loans will not result in the creation of any tangible assets for our Company.

18. Our continued operations are critical to our business and any shutdown of our manufacturing unit may adversely affect our business, results of operations and financial condition.

Our manufacturing activities are presently carried out at Viyoev Ventures LLP, Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, India, on a contract manufacturing basis and having allocated capacity of 10,000 units per annum. As a result, any local social unrest, natural disaster or breakdown of services and utilities in this areas could have material adverse effect on the business, financial position and results of our operations. Our manufacturing unit is subject to operating risks, such as breakdown or failure of equipment, power supply or processes,

performance below expected levels of efficiency, obsolescence, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities.

In the event, we are forced to shut down manufacturing unit for a prolonged period; it would adversely affect our earnings, our other results of operations and financial condition as a whole. Spiraling cost of living around our units may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness. In addition to the above if any of our manufacturing unit suffers losses as a result of any industrial accident, we may be forced to shut down our manufacturing unit which could result in us being unable to meet with our commitments, which will have an adverse effect on our business, results of operation and financial condition. Further, any contravention of or non-compliance with the terms of various regulatory approvals applicable to our manufacturing unit may also require us to cease or limit production until such non-compliance is remedied to the satisfaction of relevant regulatory authorities. We cannot assure you that we will not experience work disruptions in the future resulting from any dispute with our employees or other problems associated with our employees and the labor involved in our manufacturing unit, which may hinder our regular operating activities and lead to disruptions in our operations, which could adversely affect our business, prospects, financial condition, cash flows and results of operations.

19. Pricing pressure from our customers may adversely affect our gross margin and profitability. Inability to increase our prices, which may have a material adverse effect on our results of operations and financial condition.

We manufacture and supply high-quality two-wheeler EVs. As per our past experience we may continue to experience pressure from our customers to reduce our prices, which may affect our profit margins going forward. If we reduce our prices, we must be able to reduce our operating costs and increase operating efficiencies in order to maintain profitability, we cannot assure that we will be able to do so as much is required and that could result into reduced profitability. As our business is very working capital intensive, requiring us to maintain a large inventory base, our profitability is dependent, in part, on our ability to achieve higher sales volume. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our results of operations and financial condition may be materially adversely affected.

20. If our electric vehicles contain defects, do not perform as per industry standards and/or fail to meet the performance levels as advertised, our brand and reputation and our ability to develop, market and sell our electric vehicles could be adversely impacted, and we may be compelled to undertake product recalls or similar corrective actions and face legal actions taken against us.

In the EV industry, we have a limited operating history in manufacturing, testing, delivering, and servicing our EVs. While any EV that we deliver must meet the relevant EV standards prescribed by the Automotive Research Association of India (“ARAI”) and the Automotive Industry Standards as amended from time to time, these testing and approval protocols may not succeed in identifying and addressing all latent, potential and other defects.

We cannot assure you that we will be able to detect and fix any defects in the EVs on a timely basis, or at all. Any defects or any other failure of our EVs to perform or operate as advertised could harm our reputation and result in negative publicity, loss of revenue, delivery delays, product liability claims, harm to the ‘Raft Motors’ Brand and incur significant expenses including warranty claims, cause us to be subject to potential lawsuits, diversion of our management’s attention and other resources that could materially and adversely affect our business, financial condition, results of operations and prospects. For details on litigation initiated by customers before consumer forums, please refer to “*Outstanding Litigation and Material Developments*” on page 198. In addition, there could be negligence or failure to follow protocols by our employees or our third-party service providers.

If any of our EVs or EV components procured from suppliers or manufactured internally (including cells) prove to be defective or noncompliant with applicable government motor vehicle safety standards, due to human error, or otherwise, we may be compelled to initiate product recalls.

21. We operate in a competitive business environment and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

The industries in which we operate are competitive with both large and small market players. We may be unable to compete with the prices and post-sale services offered by our competitors. We may have to compete with new large player who enter the market and are able to offer competing product and post-sale services. Our competitors may have access to greater financial, research and development, marketing, distribution and other resources and more experience in obtaining the relevant regulatory approvals. Increasing competition may result in pricing pressures and decreasing profit margins or loss of market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We cannot assure you that we will be able to compete with our existing as well as future competitors as well as the prices and payment terms of our services. Our failure to successfully face existing and future competitors may have an adverse impact on our business, growth and development.

Further, some of our competitors may be larger than we are or develop alliances to compete against us and may have greater

resources, market presence and geographic reach and have services with better brand recognition than ours. As a result, our competitors may be able to withstand industry downturns better than us or provide customers with services at more competitive prices. Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our existing market share. Our competitors may significantly increase their marketing expenses to promote their brands, which may require us to similarly increase our marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on our business, results of operations and financial condition.

22. *Our Promoters, Directors, Key Managerial Personnel and Senior Management have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.*

Our Promoters, Directors, Key Managerial Personnel and Senior Management, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors, Key Managerial Personnel and Senior Management may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled — “*Interest of our Directors*” in the chapter titled — “*Our Management*”, the paragraphs titled — “*Interest of our Promoters and Other Interests and Disclosures*” in the chapter titled — “*Our Promoters and Promoter Group*”, “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 135, 143, 197 and 151, respectively of this Draft Prospectus.

There can be no assurance that our Promoters, Directors, Key Managerial Personnel and Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

23. *Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.*

Upon completion of this Offer, our Promoters and members of our Promoter Group will collectively hold not less than [●]% of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company’s best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

24. *The average cost of acquisition of Equity Shares held by our selling shareholder and Promoters could be lower than the Offer Price.*

Our Promoters and selling shareholder’ average cost of acquisition of Equity Shares in our Company is lower than the Offer Price which is proposed to be determined through fixed price mechanism. For further details regarding average cost of acquisition of Equity Shares by our selling shareholder and 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 53 of this Draft Prospectus.

25. *Our future fund requirements, in the form of further 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 further issue of Equity 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 favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

26. *We have in past entered into related party transactions and we may continue to do so in the future.*

As of November 30, 2024, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled — “*Restated Financial Information*” at page 151.

While we believe that all our related party transactions have been conducted on an arm’s length basis, and we confirm that the related party transactions entered into by the company are in compliance with the relevant provisions of Companies Act and other applicable laws, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

27. If we fail to offer high quality support, our business and reputation could suffer. Further, we may be held accountable for quality lapses in the products of our vendors and customers.

Our Company is engaged in the business of offering post sale services for our two wheelers. We have built a strong post sale service network to address the service issue of our electric two-wheelers in the region we operate. Our post service network comprises of Service through dealerships, Service at Deployment centre of channel partners, service at experience centre for annual maintenance and road side assistance. If we fail to provide accurate technical assistance or otherwise succeed in helping our customers resolve issues related to our products, our end use customers may not opt for our service or approach us for their future products needs and requirements, thereby leading to loss of our customers.

28. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further, we have not identified any alternate source of financing the ‘Objects of the Offer’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Offer*” beginning on page 62 of this Draft Prospectus.

29. Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and our Senior Management. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.

The growth and success of our Company’s future significantly depends upon the experience of our Promoters and continued services and the management skills of our Senior Management and our Key Managerial Personnel and the guidance of our Promoters and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel and Senior Management in the past, however, any attrition of our experienced Key Managerial Personnel and Senior Management, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel and Senior Management who leave. In the event we are unable to motivate and retain our Key Managerial Personnel and Senior Management and thereby lose the services of our highly skilled Key Managerial Personnel and Senior Management may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — “*Our Management*” on page 131 of this Draft Prospectus.

30. Our Company will not receive any proceeds from the Offer for Sale.

The Offer comprises an Offer for Sale aggregating up to ₹ [•] lakhs. Our Company will not receive any proceeds of the Offer. The expenses of the Selling Shareholder will, at the outset, be borne by our Company and each Selling Shareholder will reimburse our Company for such expenses (inclusive of taxes) incurred by our Company on behalf of such Selling Shareholder, in relation to the Offer in the manner as prescribed under applicable law and in a manner as may be mutually agreed among our Company and the Selling Shareholder. However, in the event that the Offer is withdrawn or not completed for any reason whatsoever, all the Offer related expenses will be borne by our Company, subject to applicable law and except as may be prescribed by the SEBI or any other regulatory authority.

31. Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Prospectus would

be subject to certain compliance requirements, including prior shareholders' approval.

Our Company intends to use approximately ₹ 11,102.93 lakhs of the Net Proceeds towards (i) Capex for acquisition of land with structure and machineries, setting up of a new manufacturing unit; (ii) repayment of unsecured loans and (iii) working capital. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled “*Objects of the Offer*” on page 62.

In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Draft Prospectus. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in the Draft Prospectus, we cannot assure that we will be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Draft Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

32. The requirement of funds in relation to the objects of the Offer has not been appraised.

We intend to use the proceeds of the Offer for the purposes described in the section titled “*Objects of the Offer*” on page 62. The objects of the Offer have not been appraised by any bank or financial institution. These are based on management estimates and current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of the industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is subject to monitoring by monitoring agency, namely [●]. The deployment of funds is also subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

33. Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

Our operations are subject to inherent risks and hazards which may adversely impact our profitability, such as breakdown, malfunctions, sub-standard performance, fire, riots, third party liability claims, etc. Presently, our Company has availed car insurance policies for insuring vehicles owned by us, general insurances for insuring properties owned by us and group personal accident policy for insuring our employees. There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which in turn may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on time. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our results of operations and financial position.

34. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled “*Dividend Policy*” on page 150 of this Draft Prospectus.

35. 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. 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.

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

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

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

37. The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares.

Prior to the Offer, 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 Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Offer 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. You may not be able to resell your Equity Shares at a price that is attractive to you.

38. There is no guarantee that the Equity Shares issued pursuant to the Offer will be listed on the SME Platform of National Stock Exchange of India Limited 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 Offer 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 issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of National Stock Exchange of India Limited due to delay in submission of required documents/ completion of formalities/compliance with required laws by the issuer. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

39. There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Offer. Our Company, in consultation with the lead manager, will determine the Offer Price. The Offer Price may be higher than the trading price of our Equity Shares following this Offer. As a result, investors may not be able to sell their Equity Shares at or

above the Offer Price or at the time that they would like to sell. The trading price of the Equity Shares after the Offer may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

40. The price of the Equity Shares may be highly volatile after the Offer.

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Offer as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

41. You will not be able to sell immediately on the Stock Exchanges any of the Equity Shares you purchase in the Offer.

The Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchanges, trading in the Equity Shares is to commence within three (03) working days of the date of closure of the Offer or such other time as may be prescribed by SEBI. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the previous requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline provided under the aforementioned circular.

We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Offer will be listed on the Stock Exchanges in a timely manner or at all.

42. There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.

Our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

43. The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Offer.

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the industries in which we operate;
- adverse media reports about us or the industries in which we operate;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;

- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

44. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoters Group may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

45. Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of Equity Shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sale of Equity Shares might occur.

EXTERNAL RISK FACTORS

46. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“**GST**”) regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the amendment of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2024 and the Ministry of Finance has notified the Finance Act, 2023 (“**Finance Act**”). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, the Personal Data Protection Bill, 2019 (“**PDP Bill**”) was introduced to propose a legal framework governing the processing of personal data. However, the PDP Bill has been withdrawn on August 3, 2022 and the Ministry of Electronics and Information Technology, Government of India (“**MoEIT**”) has submitted a new Digital Personal Data Protection Bill, 2022 before the Parliament.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require

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

47. Our business is substantially affected by prevailing economic conditions in India.

We perform all of our activities in India, and the predominant portions of our customers are Indian nationals. As a result, we are highly dependent on prevailing economic conditions in India and our results of operation are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, include:

- any increase in Indian interest rates or inflation;
 - prevailing income conditions among Indian consumers and Indian corporations;
 - changes in India's present tax, trade, fiscal or monetary policies;
 - natural disasters, political instability, communal disturbances, riots, civil unrest, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries; and
 - prevailing national, regional or global economic conditions, including in India's principal export markets.
- In addition to the factors set forth above, our business may be affected by adverse changes specific to the industries in which we operate.

48. Foreign investors are subject to foreign investment restrictions under Indian law.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

49. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

50. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

51. 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 of our business. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence and spending. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

52. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural

calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

53. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well as the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth details of the Offer:

Offer of Equity Shares ⁽¹⁾⁽²⁾⁽³⁾	Up to 57,10,000 Equity Shares*, aggregating to ₹[●] lakhs
<i>of which:</i>	
Fresh Issue ⁽¹⁾	53,00,000 Equity Shares aggregating up to ₹ [●] lakhs
Offer for Sale ⁽²⁾	Up to 4,10,000 Equity Shares* aggregating up to ₹[●] lakhs
<i>which includes:</i>	
Retail Investors Portion	[●] Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs
Non-Retail Investors Portion	[●] Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per (including premium of ₹[●] per Equity Share) Equity Share (including premium of ₹[●] per Equity Share) aggregating to ₹[●] lakhs
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Prospectus)	1,50,63,600 Equity Shares*
Equity Shares outstanding after the Offer	[●] Equity Shares*
Use of Net Proceeds of the Offer	See “ <i>Objects of the Offer</i> ” on page 62 for information about the use of the Net Proceeds.

*As on the date of this Draft Prospectus

*Subject to finalisation of the Basis of Allotment.

- (1) The Offer has been authorised by our Board of Directors pursuant to the resolution passed at their meeting dated December 16, 2024 and the Offer has been approved by our Shareholders pursuant to the special resolution passed at their extra-ordinary general meeting dated December 20, 2024.
- (2) The Selling Shareholder has confirmed and approved their portion in the Offer for Sale vide the consent letter dated December 16, 2024, offering a maximum of 4,10,000 Shares. The Offered Shares have been approved by our Board of Directors pursuant to the resolution dated December 16, 2024.
- (3) The present Offer is being made by our Company in terms of Regulation 229(2) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Offer paid-up equity share capital of our Company are being offered to the public for subscription.
- (4) This Offer is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Offer is being made through the fixed price method and hence, as per Regulation 253(2) of the SEBI ICDR Regulations, the allocation in the Net Offer to public category shall be made as follows:
- a. Minimum 50% to the Retail Individual Applicants; and
 - b. Remaining to: a. individual applicants other than Retail Individual Applicants; and b. other Applicants including corporate bodies or institutions; irrespective of the number of specified securities applied for.

Provided that the unsubscribed portion is either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category. For the purpose of Regulation 253(2) if the Retail Individual Investor category is entitled to more than 50% of the Offer size on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage.

For further details, kindly refer the chapter titled “*Terms of the Offer*” beginning on page 215 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Financial Statements for the eight months ended November 30, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. The summary financial information presented below should be read in conjunction with “*Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 151 and 187.

Restated Statement of Assets and Liabilities

(Amount in INR lakhs, unless otherwise stated)

SI	Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
I.	EQUITY AND LIABILITIES				
1	Shareholders' Funds				
	(a) Share Capital	251.06	157.50	75.00	75.00
	(b) Reserves and Surplus	3,224.10	154.60	83.26	48.57
	Total	3,475.16	312.10	158.26	123.57
2	Non-Current Liabilities				
	(a) Long-Term Borrowings	-	-	28.64	38.78
	(b) Long Term Provision	1.72	1.28	-	-
	Total	1.72	1.28	28.64	38.78
3	Current Liabilities				
	(a) Short-Term Borrowings	1,501.00	97.12	58.73	25.24
	(b) Trade Payables				
	(i) total outstanding dues of micro enterprises and small enterprises	36.91	-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,651.35	200.44	61.39	111.87
	(c) Other Current Liabilities	288.58	89.55	54.87	62.93
	(d) Short-Term Provisions	240.71	52.39	28.95	16.47
	Total	3,718.55	439.50	203.94	216.51
	Total	7,195.43	752.89	390.84	378.86
II.	ASSETS				
1	Non-Current Assets				
	(a) Property Plant & Equipments				
	(i) Tangible Assets	18.32	3.10	4.75	4.97
	(i) Intangible Assets	0.78	-	-	-
	(iii) Capital Work in Progress	767.16	-	-	-
	(c) Deferred Tax Assets	0.81	0.71	0.32	0.01
	(d) Other Non Current Assets	33.72	8.70	4.20	4.30
	Total	820.78	12.51	9.27	9.28
2	Current Assets				
	(a) Inventories	1,360.25	362.02	216.81	103.88
	(b) Trade receivables	2,122.07	80.47	86.28	113.75
	(c) Cash and Cash Equivalents	1,213.41	12.81	5.58	2.99
	(d) Short-Term Loans and Advances	911.49	239.65	45.00	5.70
	(e) Other Current Assets	767.42	45.43	27.90	143.26
	Total	6,374.65	740.38	381.57	369.58
	Total	7,195.43	752.89	390.84	378.86

Restated Statement of Profit and Loss

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
INCOME				
Revenue from Operations	4,304.29	191.50	785.20	1,174.69
Other Income	8.73	16.23	-	-
TOTAL REVENUE (I + II)	4,313.02	207.73	785.20	1,174.69
EXPENSES				
Cost of Materials Consumed	2,594.78	36.78	262.31	-
Changes in Inventories	353.77	(52.65)	312.65	906.13
Employee Benefit Expenses	94.34	34.27	83.04	72.13
Finance Costs	29.79	21.98	9.46	2.61
Depreciation and Amortization Expenses	3.37	1.65	3.26	1.22
Other Expenses	345.40	71.30	67.62	127.48
TOTAL EXPENSES	3,421.44	113.34	738.35	1,109.57
Profit before Exceptional and Extraordinary Items and Tax (III-IV)	891.58	94.39	46.85	65.12
Exceptional Items	-	-	-	-
Profit before Extraordinary Items and Tax	891.58	94.39	46.85	65.12
Extraordinary Items	-	-	-	-
Profit Before Tax	891.58	94.39	46.85	65.12
Tax Expense				
Current Tax	224.62	23.44	12.48	16.47
Deferred Tax	(0.10)	(0.40)	(0.31)	(0.01)
Profit/(Loss) for the period from Continuing Operations(IX-X)	667.05	71.35	34.68	48.66
Profit/(Loss) from Discontinuing Operations	-	-	-	-
Tax Expense of Discontinuing Operations	-	-	-	-
Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)	-	-	-	-
Profit(Loss) for the Period(XI+XIV)	667.05	71.35	34.68	48.66
Earnings per Equity Share				
-Basic	26.57	4.53	4.62	6.49
-Diluted	26.57	4.53	4.62	6.49
Weighted Average				
-Basic	28.84	7.06	4.62	57.23
-Diluted	28.84	7.06	4.62	57.23

Restated Statement of Cash Flows

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Cash Flows from Operating Activities				
Profit before Tax & Extraordinary Items	891.58	94.39	46.85	65.12
Add: Adjustments For -				
Depreciation	3.37	1.65	3.26	1.22
Interest & Finance Charges	29.79	21.98	9.46	2.61
Provision for Gratuity	0.46	1.28	-	
Liabilities Written Back	(4.46)	(15.17)		
Operating Profit before Working Capital Change	920.73	104.13	59.57	68.95
Adjustments For:				
Decrease/(Increase) in Inventories	(998.23)	(145.22)	(112.93)	(103.88)
Decrease/(Increase) in Trade Receivable	(2,041.60)	5.82	27.47	(113.75)
Decrease/(Increase) in Other Current Assets	(721.99)	(17.52)	115.36	(143.26)
Decrease/(Increase) in Other Non Current Assets	(25.02)	(4.50)	0.10	(4.20)
Decrease/(Increase) in Short Term Loans and Advances	(671.85)	(194.65)	(39.30)	(5.70)
(Decrease)/Increase In Trade Payable	1,492.28	154.21	(50.48)	111.87
(Decrease)/Increase in Current Liabilities & Provisions	199.03	34.68	(8.06)	62.66
Cash Generated From Operating Activities	(1,846.65)	(63.03)	(8.27)	(127.31)
Income Tax Paid/Refund	36.32	-	-	-
Net Cash From Operating Activities (A)	(1,882.97)	(63.03)	(8.27)	(127.31)
Cash Flows from Investing Activities				
Purchase of Property, Plant & Equipment	(786.52)	-	(3.03)	(6.20)
Increase / Decrease in Fixed Deposits (Maturity > 1 year)	-	-		(0.10)
Net Cash From Investing Activities (B)	(786.52)	-	(3.03)	(6.30)
Cash Flows from Financing Activities				
Proceeds from Issue of Shares	2,496.00	82.50	-	74.00
Long Term Borrowings	-	(28.64)	(10.14)	38.78
Short Term Borrowings	1,403.88	38.39	33.49	25.24
Interest & Finance Charges Paid	(29.79)	(21.98)	(9.46)	(2.61)
Net Cash From Financing Activities (C)	3,870.09	70.26	13.89	135.41
Change in Cash & Cash Equivalents (A+B+C)	1,200.60	7.23	2.59	1.80
Cash & Cash Equivalents (Opening Balance)	12.81	5.58	2.99	1.19
Cash & Cash Equivalents (Closing Balance)	1,213.41	12.81	5.58	2.99
Cash and cash equivalents comprises: (Refer Note no. 16)				
Balance with banks in current accounts	1,207.75	9.60	0.17	2.33
Cash in hand	5.66	3.21	5.41	0.66
	1,213.41	12.81	5.58	2.99

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GENERAL INFORMATION

Our Company was incorporated as Raft Motors Private Limited at Mumbai, Maharashtra, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated October 16, 2019, issued by the Registrar of Companies, Central Registration Centre. Our Company was converted from a private limited company to a public limited company pursuant to board resolution dated November 21, 2024 and special resolution passed by the Shareholders at the EGM dated November 28, 2024. Consequently, the name of our Company was changed from 'Raft Motors Private Limited' to 'Raft Motors Limited' and a fresh certificate of incorporation consequent upon conversion to public company dated December 16, 2024 was issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. For further details see, "*History and Certain Corporate Matters*" on page 128.

Company registration number and corporate identity number

The registration number and corporate identity number of our Company are as follows:

Corporate Identification Number: U52100MH2019PLC331701

Company Registration Number: 331701

Registered Office

B/607, 6th Floor, Kanakia Wall Street,
Andheri Kurla Road, Chakala,
Andheri (East), Mumbai – 400 093

Telephone: +91 33 70300 94999

Website: www.raftcosmicev.in

For details in respect of change in Registered Office of our Company, please refer to chapter titled "*History and Certain Corporate Matters*" beginning on page 128 of this Draft Prospectus.

Corporate Office

19 Monohar Pukur Road, Cosmic Tower,
Sarat Bose Road, Kolkata – 700 029
West Bengal

Tel: +91 33 45038692

Website: www.raftcosmicev.in

Address of the RoC

Our Company is registered with the RoC situated at the following address:

Registrar of Companies

Registrar of Companies, Mumbai at Maharashtra

100, Everest, Marine Drive
Mumbai – 400 002
Maharashtra, India

Designated Stock Exchange

SME Platform of BSE Limited (BSE SME)

25th floor, P.J. Towers,
Dalal Street, Fort
Mumbai – 400001
Maharashtra, India

Board of Directors

As on the date of this Draft Prospectus, our Board comprises the following:

Name	Designation	DIN	Address
Aditya Vikram Birla	Chairman and Non-Executive Director	06613927	11A, Dover Lane, Sarat Bose Road, Kolkata – 700 029, West Bengal, India
Kushal Choudhury	Whole-time Director	03359252	41, Elgin Road, L.R Sarani Kolkata - 700 020, West

Name	Designation	DIN	Address
			Bengal, India
Gayatri Birla Agrawal	Non-Executive Director	10854876	21, Garcha 1 st Lane Ballygunge, Kolkata – 700019, West Bengal, India
Amit Singhania	Independent Director	07205621	South City Garden, 61, B. L. Saha Road, Tower 3, Flat-8A, New Alipore, Kolkata – 700053, West Bengal, India
Nikita Rateria	Independent Director	07754275	7/A Sikdar Para Lane, near Kalakar Street Post Office, Barabazar, Kolkata – 700 007, West Bengal, India

For further details of our Board, see “*Our Management*” on page 131.

Company Secretary and Compliance Officer

Biswashree Pati

19 Monohar Pukur Road, Cosmic Tower,
Sarat Bose Road, Kolkata – 700 029
West Bengal

Tel: +91 33 45038692

E-mail: cs@raftmotors.com

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the LM.

All offer-related grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Application Form was submitted, giving full details such as name of the sole or First Applicant, Application Form number, Applicant’s DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Applicant Amount was blocked or the UPI ID (for Retail Individual Applicants who make the payment of Applicant Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary(ies) where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Offer.

Filing of this Draft Prospectus

A copy of this Draft Prospectus has been filed with the BSE SME, where the Equity Shares are proposed to be listed.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the Draft Prospectus shall not be submitted to SEBI. However, a soft copy of the Prospectus shall be submitted to SEBI pursuant to SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through the SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observations on the Offer Documents in terms of Regulation 246 (2) of the SEBI ICDR Regulations.

A copy of the Prospectus, along with the material contracts and documents shall be filed under Section 26 of the Companies Act, 2013 with the RoC situated at Registrar of Companies, Mumbai at Maharashtra, 100, Everest, Marine Drive Mumbai – 400 002, Maharashtra, India.

Details of Key Intermediaries pertaining to this Offer of our Company

Lead Manager

Horizon Management Private Limited

19 R N Mukherjee Road, Main Building, 2nd Floor, Kolkata - 700 001, West Bengal, India

Tel.: +91 33 4600 0607

Email: smeipo@horizon.net.co

Website: www.horizonmanagement.in

Investor Grievance email: investor.relations@horizon.net.co

Contact Person: Manav Goenka

SEBI Registration Number: INM000012926

Syndicate Members

[•]

Legal Counsel to the Offer

Fox & Mandal LLP

7th Floor, 206, AJC Bose Road
Kolkata – 700 017
West Bengal, India
Tel: +91 33 4603 6631

Statutory Auditors to our Company

Baid Agarwal Singhi & Co.

Turner Morrison Building, C/o Long Run Services LLP
6, Lyons Range, Gate No. 2, 1st Floor, Kolkata – 700 001
Tel: +91 033 4004 2041
Email: baid.agarwal.singhi@gmail.com
Firm registration number: 328671E
Peer review number: 013980

Changes in auditors

Except as stated below, there have been no changes in our statutory auditors during the last three years preceding the date of this Draft Prospectus.

Name of auditor	Date of Change	Reasons for change
H R J & Associates 305, Arwali Business Center RC Patel Road, Borivali West, Mumbai – 400 092, Maharashtra Tel: +91 022 4972 9100 Email: cahrjain@gmail.com Firm registration number: 138235W Peer review number: 013592	September 3, 2024	Pre-occupation in other assignments
Baid Agarwal Singhi & Co. Turner Morrison Building, C/o Long Run Services LLP 6, Lyons Range, Gate No. 2, 1 st Floor, Kolkata – 700 001 Tel: +91 033 4004 2041 Email: baid.agarwal.singhi@gmail.com Firm registration number: 328671E Peer review number: 013980	September 30, 2024	Appointment in casual vacancy

Registrar to the Offer

MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area, Phase-II
New Delhi-110020
Telephone: +91 112 638 7281/82/83
Facsimile: +91 112 638 7384
E-mail: info@masserv.com
Website: www.masserv.com
Investor grievance: inverstor@masserv.com
SEBI Registration No: INR000000049
Contact person: Sharwan Mangla

Bankers to the Offer

The Banker(s) to the Offer shall be appointed prior to filing of the Prospectus.

Bankers to the Company

Axis Bank Limited

Monoharpukur Road Branch, Ground Floor and First Floor, 144 Sarat Bose Road,
Near Ramakrishna Mission Seva Pratisthan (Hospital), Kolkata - 700029
Tel: +91 9748727997
Email: manoharpukur.branchhead@axisbank.com
Website: www.axisbank.com

Contact Person: Tanmoy Chakraborty

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIIs using the UPI Mechanism, a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

SCSBs enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Applicants using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the BSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of BSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx, as updated from time to time.

Experts

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

Our Company has received written consent dated December 21, 2024, from Baid Agarwal Singhi & Co., Chartered Accountants to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 21, 2024 on our Restated Financial Statements; and (ii) their report dated December 21, 2024, on the statement of possible special tax benefits in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Monitoring Agency

In compliance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed [●] as the Monitoring Agency for monitoring the utilization of the Net Proceeds, since the Offer size is more than ₹ 10,000 lakhs.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an Offer of Equity Shares, there is no credit rating required for the Offer.

IPO Grading

No credit agency registered with SEBI has been appointed for grading for the Offer.

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Inter-se allocation of responsibilities

Horizon Management Private Limited, being the sole Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Offer. Hence, a statement of inter se allocation of responsibilities is not required.

Offer Programme

An indicative time table in respect of the Offer is set out below:

Event	Indicative Date
Offer Opening Date	[●]
Offer Closing Date	[●]
Finalisation of Basis of Allotment with Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

Underwriting Agreement

The Company and the Lead Manager confirm that the Offer will be 100% underwritten by the Underwriter.

Our Company intends to enter into an Underwriting Agreement with the Underwriter for the Equity Shares proposed to be issued and offered in the Offer. The Underwriting Agreement has not been executed as on the date of this Draft Prospectus and will be executed after the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten*	Amount Underwritten (in ₹ lakhs)
[●]	[●]	[●]

* Includes [●] Equity shares of ₹10 each for cash of ₹ [●] (the Market Maker Reservation Portion) which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.

The abovementioned underwriting commitments are indicative and will be finalised after pricing of the Offer, the Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on a certificate given by the Underwriter), the resources of the abovementioned Underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriter is registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange. Our Board at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Notwithstanding the above table, the Underwriter shall be responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by it in accordance with the Underwriting Agreement. In the event of any default in payment, the Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The extent of underwriting obligations and the Applications to be underwritten in the Offer shall be as per the Underwriting Agreement.

Withdrawal of the Offer

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

Market Making Arrangement

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations in relation to this Offer:

[●]

In accordance with Regulation 261 of the SEBI ICDR Regulations, our Company has entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Offer.

[●], registered with BSE SME will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. After a period of three months from the market making period, the Market Maker would be exempted to provide a quote if the shares of the Market Maker in our Company reach 25% of Offer Size (including the [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to the Market Maker under this Offer over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of the Offer Size. As soon as the shares of the Market Maker in our Company reduce to 24% of the Offer Size, the Market Maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE Limited may intimate the same to SEBI after due verification.
6. There would not be more than five market makers for the Company's Equity Shares at any point of time and the Market Maker may compete with other market makers for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open

call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Offer Price.

8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Stock Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Stock Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement market maker. In case of termination of the above-mentioned Market Making Agreement prior to the completion of the compulsory market making period, it shall be the responsibility of the Lead Manager to arrange for another market maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further, the Company and the Lead Manager reserve the right to appoint other market maker(s) either as a replacement of the current Market Maker or as an additional market maker subject to the total number of designated market makers does not exceed 5 or as specified by the relevant laws and regulations applicable at that particular point of time.
11. **Risk containment measures and monitoring for the Market Maker:** BSE SME will have all margins which are applicable on the Main Board of BSE Limited, namely, Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** BSE SME 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 Stock Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Stock Exchange from time to time. The Stock 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.
13. The Department of Surveillance and Supervision of the Stock Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
14. **Price Band and Spreads:** SEBI Circular bearing reference number CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issues with offer size up to ₹250 crores, the applicable price bands for the first day shall be:
 - a. In case equilibrium price is discovered in the call auction, the price band in the normal trading session shall be 5% of the equilibrium price. In case equilibrium price is not discovered in the call auction, the price band in the normal trading session shall be 5% of the offer price.
 - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the offer price.
15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade-for-Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform:

S. 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

All the above-mentioned conditions and systems regarding the market making arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

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

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

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 / BSE Limited from time to time.

CAPITAL STRUCTURE

The equity share capital of our Company as at the date of this Draft Prospectus is set forth below:

(₹ in lakhs, except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	AUTHORISED SHARE CAPITAL⁽¹⁾		
	2,40,00,000 Equity Shares of face value of ₹10 each	2,400.00	
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER		
	1,50,63,600 Equity Shares of face value of ₹10 each	1,506.36	[●]
C	PRESENT OFFER		
	Offer of upto 57,10,000 Equity Shares of face value of ₹10 each aggregating to ₹ [●] lakh	[●]	[●]
	<i>Which Comprises:</i>		
	Fresh Offer of upto 53,00,000 Equity Shares	[●]	[●]
	Offer for Sale of upto 4,10,000 Equity Shares [#]	[●]	[●]
	<i>Which Comprises:</i>		
	[●] Equity Shares of face value of ₹10 each at a price of ₹[●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Offer to Public of [●] Equity Shares of ₹10 each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	<i>Of which:</i>		
	Allocation to Retail Individual Investors of [●] Equity Shares at a price of ₹[●] per Equity Share	[●]	[●]
	Allocation to other than Retail Individual Investors of [●] Equity Shares at a price of ₹[●] per Equity Share	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER		
	[●] Equity Shares of face value of ₹ 10 each (assuming full subscription in the Offer)	[●]	[●]
E	SECURITIES PREMIUM ACCOUNT		
	Before the Offer (as on the date of this Draft Prospectus)		1,147.14
	After the Offer		[●]

* To be updated upon finalisation of Offer Price, and subject to Basis of Allotment

- (1) For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last 10 years" on page 128.
- (2) The Offer has been authorised by a resolution of our Board of Directors at their meeting held on December 16, 2024 and the Shareholders have authorized the Offer by a special resolution at their meeting held on December 20, 2024 .

Notes to the Capital Structure

I. Equity share capital history of our Company

- (a) The history of the equity share capital of our Company is set forth below:

Date of allotment of equity shares	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital
On Incorporation	10,000	10	10	Initial subscription to MOA ⁽¹⁾	Cash	10,000	1,00,000
February 23, 2022	7,40,000	10	10	Rights Issue ⁽²⁾	Cash	7,50,000	75,00,000
December 08, 2023	8,25,000	10	10	Rights Issue ⁽³⁾	Cash	15,75,000	1,57,50,000
April, 09, 2024	7,00,000	10	20	Rights Issue ⁽⁴⁾	Cash	22,75,000	2,27,50,000

Date of allotment of equity shares	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital
July 31, 2024	85,310	10	1000	Private Placement ⁽⁵⁾	Cash	23,60,310	2,36,03,100
October 28, 2024	90,490	10	1000	Private Placement ⁽⁶⁾	Cash	24,50,800	2,45,08,000
November 21, 2024	59,800	10	1000	Private Placement ⁽⁷⁾	Cash	25,10,600	2,51,06,000
December 21, 2024	1,25,53,000	10	NA	Bonus Issue ⁽⁸⁾	Other than Cash	1,50,63,600	15,06,36,000

Note:

(1) 5000 Equity Shares each to Parivesh Shukla and Rakesh Vasant Salve

(2) 257500 Equity Shares each to Parivesh Shukla and Rakesh Vasant Salve and 225000 Equity Shares to Shailendra Mahesh Pandey

(3) 735625 Equity Shares to Aditya Vikram Birla, 57750 Equity Shares to Purvi Birla, 23625 Equity Shares to Rinku Kochar and 8000 Equity Shares to Benjamin Doraiswamy Kennedy

(4) 7,00,000 Equity Shares to AVB Endeavors Private Limited

(5) Meena Devi Bidawatka (2,000); Damodar Prasad Bidawatka (3,000); Ranabir Mukherjee (2,000); Sneha Kar (1,000); Surendra Singh Ranaut (2,500); Akash Bajoria (1,250); Sarvesh Bajoria (1,250); BMV Solutions LLP (6,000); Vivek Mohta (12,500); Anand Mohta (12,500); Priya Mohta (4,000); Deo Kishan Mohta (10,000); Saurav Bharti (1,000); Shweta Sethi (1,000); Vinita Daga (1,000); Vivek Freight & Logistics Pvt Ltd (5,000); Ram Pada Mandal (200); Anil Kumar Singh (60); Dipak Lakhota (100); Mampi Das (200); Ashok Kumar Chokhani HUF (3,500); Sharda Chokhani (3,500); Umapati Singhania HUF (550); Shahina Shafaque (350); Azhar Salim (250); Garima Agarwal (600); Ankit Singhi (650); Sourabh Agarwal (600); Meenakshi Nagar (1,250); Sunita Mimani (1,250); Kushal Choudhury (850); Seema Choudhury (850); Niranjan Choudhury (800); Coomar Sudarsan (625); Neha Malu (625); Raunak Agrawal (1,500); Anirudha Kumar Bharti HUF (1,000);

(6) Sunil Kumar Bhagat HUF (2,000); Kushal Choudhury (400); Seema Choudhury (400); Niranjan Kumar Choudhury (450); Suresh Kumar Bajoria (1,250); Latika Bajoria (1,250); Jishnu Dhar (500); Siddhartha Kochar (1,000); Subhangee Jhunjhunwala (1,000); Vanshay Goenka (1,000); Ruchita Construction Private Limited (2,000); Preeti Chowdhury (1,000); Vishal Dinesh Khandelwal (1500); Akshat Khemka (1,000); Vaibhav Dugar (2,500); Vivek Maroti (2,500); Savita Maroti (2,500); Paras Kumar Kochar (2500); Anil Kumar Singh (40); Raghav Gupta (5,000); Goel Roadways (5,000); Sikha Diwan (1,500); Rahul Choudhary (1,000); Nikita Chamaria (1,000); Gayatri Birla Agrawal (1,200); Rita Shaw (1,000); Rajesh Kumar Singla (7,500); Sandeep Singh (7,500); Saurabh Tripathi (7,500); Satya Devi (2,500); Siddharth Agarwal (5,000); Mudit Agrawal (2,000); Kiran Bhat Basrur (2,000); Paritosh Desai (2,000); Balvinder Jeet Singh (2,000); Ashwini Tukaram Patil (2,000); Yasodhara Silla (1,000); Milankumar Mahendrabhai Parmar (1,000); Rinku Kochar (6,000); Sourav Ganguly (2,000).

(7) Rita Shaw (1500); Nikhil Khemka (2500); Bimal Kumar Mimani (500); Rinku Kochar (1800); Siddharth Agarwal (2500); Kiran Bhat Basrur (1000); Mudit Agrawal (500); Ashwini Tukaram Patil (1000); V S Ram Adithya (2000); Yogesh Kumar (2500); Saptarshi Das (2000); Anand Mundhra (5000); Vivek Kumar Singhal (10000); Accufolio Risers LLP (10000); Madhu Jhaver (5000); Madhu Shree Rathi (5000); Wealthologists Private Limited (5000); Nitesh Karnani (1000); Nikita Chamaria (1000);

(8) Raja Saha (1224375); Prilika Enterprises Private Limited (1224375); Akash Chandrakar (75000); Manish Kumar (75000); Aditya Vikram Birla (4803125); Purvi Birla (288750); Rinku Kochar (157125); Benjamin Doraiswamy Kennedy (40000); Sanjit Kumar Vimal (13125); Saket Kumar (13125); AVB Endeavors Private Limited (3500000); Accufolio Risers LLP (50000); Akash Bajoria (6250); Akshat Khemka (5000); Anand Mohta (62500); Anand Mundhra (25000); Anil Kumar Singh (500); Anirudha Kumar Bharti HUF (5000); Ankit Singhi (3250); Ashok Kumar Chokhani HUF (17500); Ashwini Tukaram Patil (15000); Azhar Salim (1250); Balvinder Jeet Singh (10000); Bimal Kumar Mimani (2500); BMV Solutions LLP (30000); Coomar Sudarsan (3125); Damodar Prasad Bidawatka (15000); Deo Kishan Mohta (50000); Dipak Lakhota (500); Garima Agarwal (3000); Gayatri Birla Agrawal (6000); Goel Roadways (25000); Jishnu Dhar (2500); Kiran Bhat Basrur (15000); Kushal Choudhury (6250); Latika Bajoria (6250); Madhu Jhaver (25000); Madhu Shree Rathi (25000); Mampi Das (1000); Meena Devi Bidawatka (10000); Meenakshi Nagar (6250); Milankumar Mahendrabhai Parmar (5000); Mudit Agrawal (12500); Neha Malu (3125); Nikhil Khemka (12500); Nikita Chamaria (10000); Niranjan Choudhury (6250); Nitesh Karnani (5000); Paras Kumar Kochar (12500); Paritosh Desai (10000); Preeti Chowdhury (5000); Priya Mohta (20000); Raghav Gupta (25000); Rahul Choudhary (5000); Rajesh Kumar Singla (37500); Ram Pada Mandal (1000); Ranabir Mukherjee; (10000); Raunak Agrawal (7500); Rita Shaw (12500); Ruchita Construction Private Limited (10000); Sandeep Singh (37500); Saptarshi Das (10000); Sarvesh Bajoria (6250); Satya Devi (12500); Saurabh Tripathi (37500); Saurav Bharti (5000); Savita Maroti (12500); Seema Choudhury (6250); Shahina Shafaque (1750); Sharda Chokhani (17500); Shweta Sethi (5000); Siddharth Agarwal (37500); Siddhartha Kochar (5000); Sikha Diwan (7500); Sneha Kar (5000); Sourabh Agarwal (3000); Sourav Ganguly (10000); Subhangee Jhunjhunwala (5000); Sunil Kumar Bhagat HUF (10000); Sunita Mimani (6250); Surendra Singh Ranaut (12500); Suresh Kumar Bajoria (6250); Umapati Singhania HUF (2750); V S Ram Adithya (10000); Vaibhav Dugar (12500); Vanshay Goenka (5000); Vinita Daga (5000); Vishal Dinesh Khandelwal (7500); Vivek Freight & Logistics Pvt Ltd (25000); Vivek Kumar Singhal (50000); Vivek Maroti (12500); Vivek Mohta (62500); Wealthologists Private Limited (25000); Yasodhara Silla (5000); Yogesh Kumar (12500)

Our Company does not have any outstanding preference shares as on the date of this Draft Prospectus.

2. **Equity Shares issued for consideration other than cash or out of revaluation reserves**

Our Company has not issued any Equity Shares for consideration other than cash or out of revaluation of reserves since its incorporation, except:

Date of allotment of equity shares	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration
December 21, 2024	1,25,53,000	10	NA	Bonus Issue	Other than Cash

3. **Offer of Equity Shares pursuant to schemes of arrangement**

Our Company has not issued or allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

4. **Equity Shares issued in the preceding one year below the Offer Price**

Our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during the last one year preceding the date of this Draft Prospectus.

5. **Details of equity shares issued under employee stock option schemes**

As on the date of this Draft Prospectus, our Company has not made any issuance of Equity Shares under any ESOP scheme.

6. **History of the Equity Share capital held by our Promoters**

As on the date of this Draft Prospectus, our Promoters hold in aggregate 99,63,750 Equity Shares, constituting 66.14% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set forth below.

a) **Build-up of our Promoter's Equity shareholding in our Company**

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

Date of Allotment and made fully paid up/ Transfer	Nature of Transaction	Consideration	No. of Equity Shares	F.V (in Rs.)	Issue / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
<i>Aditya Vikram Birla</i>										
08-12-2023	Right Issue	Cash	7,35,625	10	10	7,35,625	4.88%	[●]	-	-
05-01-2024	Transfer	Cash	2,25,000	10	10	9,60,625	6.38%	[●]	-	-
21-12-2024	Bonus Issue	Other than cash	48,03,125	10	-	57,63,750	38.26%	[●]		
<i>AVB Endeavors Private Limited</i>										
09.04.2024	Right Issue	Cash	7,00,000	10	20	7,00,000	4.65%	[●]	-	-
21-12-2024	Bonus Issue	Other than cash	35,00,000	10	-	42,00,000	27.88%	[●]		

b) **Details of Promoters' Contribution and Lock-in**

(i) In accordance with Regulation 236 and Regulation 238 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be locked in for a period of thirty-six months from the date of Allotment or any other date as may be specified by SEBI and the shareholding of our Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of twelve months from the date of Allotment or any other date as may be specified by SEBI.

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

(iii) Following are the details of Minimum Promoter's Contribution:

Number of Equity Shares locked-in ^{*(1)(2)(3)}	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Offer / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post- Offer paid-up capital	Period of lock-in
<i>Aditya Vikram Birla</i>							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
<i>AVB Endeavors Private Limited</i>							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
TOTAL	[•]					[•]	

* Subject to finalisation of Basis of Allotment

(1) For a period of thirty-six months from the date of Allotment

(2) All Equity Shares were fully paid-up at the time of allotment/acquisition

(3) All Equity Shares held by our Promoter are in dematerialized form.

For details on the build-up of the Equity Share capital held by our Promoter, see “*Build-up of our Promoter’s Equity shareholding in our Company*” on page 55.

(iv) Our Promoters have given consent to include such number of Equity Shares held by them as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as the Promoters’ Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters’ Contribution from the date of filing this Draft Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. The Promoters’ Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as “promoter” under the SEBI ICDR Regulations.

(v) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters’ contribution in terms of Regulation 237 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see “*Capital Structure - History of the Equity Share Capital held by our Promoters*” on page 53.

(vi) In this connection, we confirm the following:

- a. The Equity Shares offered for Promoters’ contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction; or (b) resulting from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or resulted from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters’ contribution.
- b. The Promoters’ contribution does not include any Equity Shares acquired during the immediately preceding year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.
- c. Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a Company.
- d. As on the date of this Draft Prospectus, the Equity Shares held by the Promoters and offered for Promoters’ contribution are not subject to any pledge.
- e. All the Equity Shares held by the Promoters are held in dematerialised form.

a) Other lock-in requirements:

- (i) In addition to 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked-in for thirty six months as specified above, in terms of Regulation 238 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment, except for (i) the Equity Shares sold pursuant to the Offer for Sale; and (ii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least twelve months from the date of purchase by such shareholders. Further, any unsold portion of the Equity Shares offered pursuant to the Offer for Sale will be locked-in as required under the SEBI ICDR Regulations.
- (ii) As required under Regulation 241 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked in are recorded by the relevant Depository.

- (iii) In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in may be transferred to and amongst the members of the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.
- (iv) The Equity Shares held by the Promoters which are locked-in for a period of twelve months from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions or Systemically Important NBFCs, as collateral security for loans granted by such banks or public financial institutions or Systemically Important NBFCs or housing finance companies in terms of Regulation 242(a) of the SEBI ICDR Regulations.
- (v) However, the relevant lock in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock in period has expired in terms of the SEBI ICDR Regulations.
- (vi) In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.
- (vii) Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

b) Other requirements

As required under Regulation 241 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

Pursuant to Regulation 238(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of thirty-six months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

Pursuant to Regulation 238(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of twelve months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

In terms of Regulation 238 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other Promoter or any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Offer and locked-in for a period of twelve months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the Takeover Regulations.

7. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of filing of this Draft Prospectus:

Category	Category of shareholder	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number 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)		Number 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 (XIV)
								Number of Voting Rights				Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total							
(A)	Promoters and Promoter Group	5	1,17,86,700	-	-	1,17,86,700	78.25%	1,17,86,700	-	78.25%	-	-	-	-	-	1,17,86,700
(B)	Public	90	32,76,900	-	-	32,76,900	21.75%	32,76,900	-	21.75%	-	-	-	-	-	32,33,650
(C)	Non Promoters - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	95	1,50,63,600	-	-	1,50,63,600	100.00%	1,50,63,600	-	100.00%	-	-	-	-	-	1,50,20,350

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoters and promoters group are in dematerialized form.

8. **Details of equity shareholding of the major shareholders of our Company:**

- a) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company, as on the date of this Draft Prospectus:

S. No.	Name of the shareholder	Number of equity shares	Percentage of the Equity Share capital (%)
1.	Aditya Vikram Birla	57,63,750	38.26%
2.	AVB Endeavors Private Limited	42,00,000	27.88%
3.	Prilika Enterprises Private Limited	14,69,250	9.75%
4.	Raja Saha	14,69,250	9.75%
5.	Purvi Birla	3,46,500	2.30%
6.	Rinku Kochar	1,88,550	1.25%
	Total	1,34,37,300	89.20%

- b) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company, as of 10 days prior to the date of this Draft Prospectus:

S. No.	Name of the shareholder	Number of equity shares	Percentage of the Equity Share capital (%)
1.	Aditya Vikram Birla	9,60,625	38.26%
2.	AVB Endeavors Private Limited	7,00,000	27.88%
3.	Prilika Enterprises Private Limited	2,44,875	9.75%
4.	Raja Saha	2,44,875	9.75%
5.	Purvi Birla	57,750	2.30%
6.	Rinku Kochar	31,425	1.25%
	Total	22,39,550	89.20%

- c) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company, as of one year prior to the date of this Draft Prospectus:

S. No.	Name of the shareholder	Number of equity shares	Percentage of the Equity Share capital (%)
1.	Aditya Vikram Birla	9,60,625	60.99%
2.	Parivesh Shukla	2,44,875	15.55%
3.	Rakesh Vasant Salve	2,44,875	15.55%
4.	Purvi Birla	57,750	3.67%
5.	Rinku Kochar	23,625	1.50%
	Total	15,31,750	97.25%

- d) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share Capital of our Company, as of two years prior to the date of this Draft Prospectus:

S. No.	Name of the shareholder	Number of equity shares	Percentage of the Equity Share capital (%)
1.	Parivesh Shukla	2,47,500	33.00%
2.	Rakesh Vasant Salve	2,47,500	33.00%
3.	Shailendra Mahesh Pandey	2,25,000	30.00%
4.	Manish Kumar	15,000	2.00%
5.	Akash Chandrakar	15,000	2.00%
	Total	7,50,000	100.00%

9. **Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Management Personnel, Promoters, Promoter Group and directors of our Corporate Promoters**

(i) Except as disclosed below, none of our Directors do not hold any Equity Shares in our Company:

S. No.	Name	No. of Equity Shares	Percentage of the pre- Offer Equity Share Capital (%)	No. of Equity Shares	Percentage of the post- Offer Equity Share Capital (%)
Directors					
1.	Aditya Vikram Birla	57,63,750	38.26%	53,53,750	[●]
2.	Gayatri Birla Agrawal	7,200	0.05%	7,200	[●]
Total		57,70,950	38.31%	53,60,950	[●]

(ii) None of our Key Managerial Personnel or Senior Management Personnel hold any Equity Shares in our Company.

(iii) Set out below are the details of the Equity Shares held by our Promoters and the members of the Promoter Group, in our Company:

Sl. No.	Name of the Shareholder	No. of equity Shares	As a % of Issued Capital	No. of equity Shares (post Offer)*	As a % of Issued Capital (post Offer)*
Promoter and Selling Shareholder					
1	Aditya Vikram Birla	57,63,750	38.26%	53,53,750	[●]
2	AVB Endeavors Private Limited	42,00,000	27.88%	42,00,000	[●]
	Total holding of the Promoters (A)	99,63,750	66.14%	95,53,750	[●]
Promoter Group					
3	Prilika Enterprises Private Limited	14,69,250	9.75%	14,69,250	[●]
4	Purvi Birla	3,46,500	2.30%	3,46,500	[●]
5	Gayatri Birla Agrawal	7,200	0.05%	7,200	[●]
	Total holding of the Promoter Group (other than Promoters) (B)	18,22,950	12.1%	18,22,950	[●]
	Total (A+B = C)	1,17,86,700	78.25%	1,13,76,700	[●]

* To be updated in the Prospectus

10. **Shareholding of directors of our corporate promoter in our Company:**

Except as stated below, none of the directors of our corporate promoter holds any shares in our Company:

Sr. No.	Name of the Director of our Corporate Promoter	Number of Equity Shares	Percentage of the Pre-Issue Equity Share capital (%)*	Number of Equity Shares	Percentage of the Post- Offer Equity Share capital (%)
1.	Aditya Vikram Birla	57,63,750	38.26%	53,53,750	[●]
2.	Purvi Birla	3,46,500	2.30%	3,46,500	[●]

11. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise.

12. As on the date of filing of this Draft Prospectus, the total number of shareholders of our Company is 95 (Ninety-Five).

13. Except as disclosed herein, none of our Promoter, members of our Promoter Group, directors of our Corporate Promoters, or the Directors of our Company or any of their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Prospectus.

14. There have been no financing arrangements whereby members of our Promoter Group, any of the directors of our Corporate Promoters, our Directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Prospectus.

15. Neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the BRLM has not made any buy-back arrangements for purchase of Equity Shares from any person.
16. As on the date of this Draft Prospectus, the BRLM and its respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares. The BRLM and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
17. All Equity Shares issued or transferred pursuant to the Offer will be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Prospectus.
18. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Prospectus.
19. Except to the extent of Aditya Vikram Birla's participation in the Offer for Sale, neither our Promoters nor the members of our Promoter Group will participate in the Offer.
20. Except for the Equity Shares, allotted pursuant to the Offer, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer or refund of application monies.
21. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
22. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, members of our Promoter Group and the Promoter, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.
23. Our Company shall ensure that transactions in the Equity Shares by our Promoter and the Promoter Group between the date of filing of this Draft Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transaction.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to 53,00,000 Equity Shares, aggregating up to ₹ [●] lakhs by our Company and an Offer for Sale of up to 4,10,000 Equity Shares, aggregating up to ₹ [●] lakhs by the Selling Shareholder.

Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale. The proceeds of the Offer for Sale shall be received by the Selling Shareholder and will not form part of the Net Proceeds. The Selling Shareholder will be entitled to its portion of the proceeds of the Offer for Sale after deducting its proportion of the Offer expenses and relevant taxes thereon. For further details, please see “*Offer Expenses*” on page 62.

Fresh Issue

We intend to utilize the Proceeds of the Fresh Issue, after deducting the Issue related expenses as under:

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

1. Funding the capital expenditure towards land with proposed structure of 2,00,000 sq.ft. of shed area and 15,000 sq ft. for admin building for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal;
2. Funding the capital expenditure toward plant and machineries for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal;
3. Prepayment or repayment of all or a portion of certain unsecured loans availed by our Company;
4. Funding working capital requirements of our Company; and
5. General Corporate Purposes.

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

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange 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 objects incidental and ancillary to the main objects as set out in the Memorandum of Association of our Company enable our Company to undertake its existing activities and the activities proposed to be funded from the Net Proceeds.

Fresh Issue Proceeds

The details of the proceeds of the Issue are set out in the following table:

Particulars	Estimated amount
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses ⁽¹⁾	[●]
Net Proceeds⁽²⁾	[●]

⁽¹⁾ For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholder, please refer to “*Offer Expenses*” on page 62.

⁽²⁾ To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in the manner set out in the following table:

Sr. No.	Particulars	Estimated amount
1.	Funding the capital expenditure towards land with proposed structure of 2,00,000 sq. ft of shed area and 15,000 sq ft. for admin building for setting up a of new	Up to 5,000.00

	manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal	
2.	Funding the capital expenditure towards plant and machineries for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal	Up to 2,101.93
3.	Prepayment or repayment of all or a portion of certain unsecured loans availed by our Company;	Up to 1,501.00
4.	Funding working capital requirements of our Company	Up to 2,500.00
5.	General corporate purposes ⁽¹⁾⁽²⁾	[●]

⁽¹⁾To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

⁽²⁾The amount to be utilised for general corporate purposes shall not exceed 10% of the Gross Proceeds of the Issue.

Schedule of implementation and Means of Finance

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)

S. No.	Particulars	Total estimated cost	Amount which will be financed from Net Proceeds ⁽¹⁾	Estimated Utilisation of Net Proceeds	
				FY2026	FY2027
1.	Funding the capital expenditure towards land with proposed structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal	5,000.00	5,000.00	5,000.00	-
2.	Funding the capital expenditure towards plant and machineries for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal	2,101.93	2,101.93	1,500.00	601.93
3.	Prepayment or repayment of all or a portion of certain unsecured loans availed by our Company;	1,501.00	1,501.00	1,501.00	-
4.	Funding working capital requirements of our Company	2,500.00	2,500.00	2,500.00	-
5.	General corporate purposes ⁽¹⁾	[●]	[●]	[●]	-
Total		[●]	[●]	[●]	601.93

⁽¹⁾To be finalised upon determination of Issue Price. The amount shall not exceed 10% of the gross proceeds of the Issue

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions competitive environment and interest or exchange rate fluctuations, changes in design and configuration of the proposed manufacturing units, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Issue in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details see “Risk Factor – Risk Factor 9 - We cannot assure you that the proposed setting up of new manufacturing

facility will become operational as scheduled, or at all, or operate as efficiently as planned. If we are unable to commission our new facilities in a timely manner or without cost overruns, it may adversely affect our business, results of operations and financial condition” on page 24.

The fund requirements mentioned above for purchase of plant and equipment and civil works are based on the internal management estimates of our Company and quotation received from third parties, and have not been verified by the Lead Manager or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any 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 a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. For further details see “Risk Factors – Risk Factor 31 - Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.” on page 33.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. In view of above, we confirm that, with respect to the Objects, our Company is in compliance with Regulation 230(1)(e) of the SEBI ICDR Regulations and we are not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of the Object

The details of the Objects of the Issue are set out below:

- 1. Funding the capital expenditure towards land with proposed structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building for setting up a of new manufacturing at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal**

Our Company is engaged in the business of manufacturing of comprehensive range of electric two-wheelers. Our Company’s manufacturing and assembling setup is strategically located at Viyoev Ventures LLP, Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, India, under certification issued by International Centre for Automotive Technology (iCAT) to manufacture our models of electric two-wheelers. This facility is owned by Viyoev Ventures LLP, with whom we have entered into an Exclusive Agreement dated January 3, 2024 pursuant to which they manufacture and supply our products from their manufacturing and assembling setup.

Further, we have already setup a new manufacturing facility equipped with latest technology and equipment in the state of West Bengal at Dakshin Jhapardaha, ONGC Road, Domjur, Dakshin, Howrah, West Bengal – 711405. The manufacturing facility setup with all required equipment and tools is ready and commissioned. The commercial production is yet to commence at the new facility at Domjur, West Bengal and the licences are yet to be obtained.

Our Company’s has both B2B and B2C model sale of its electric two wheelers. The existing combined capacity of manufacturing set up at Bhiwandi and Domjur is as under:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Bhiwandi, Maharashtra	10,000	4,000	2,000	2,000
Domjur, West Bengal	14,000	-	-	-

Considering our existing expertise, growing scale of operation and opportunities for a make in India, we propose to utilise Rs.5,000.00 lakhs toward acquisition of land with proposed structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building. The land with proposed structure to be acquired to set up new unit is located at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah – 711405, West Bengal. At the proposed new plant, we intend to manufacture electrical two wheelers and components. The Company has entered into an agreement dated December 6, 2024 with M/s N.S. Engineering Projects Private Limited, a promoter group company, for acquisition of of land with proposed structure at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405. M/s N.S. Engineering Projects Private Limited will construct the shed and admin building as per the specification of our Company. The proposed land shall free hold land and free from all encumbrances.

We envisioned the proposed plant will integrate the production of key components essential for our electric two-wheelers,

ensuring quality control and cost efficiency. The facility will encompass:

- **Fibre Parts Manufacturing:** Production of lightweight and durable body panels and components.
- **Chassis Fabrication:** Development of robust frames to ensure structural integrity.
- **Seat Production:** Manufacturing of ergonomic and comfortable seating solutions.
- **Motor Manufacturing:** Assembly of efficient electric motors tailored for two-wheeler performance.
- **Converter Production:** Creation of power converters to manage energy distribution within the vehicle.

Our Company presently procures these component including chassis from third parties and also imported from China, and therefore to integrate the said process in our operations, we are proposing to set up a complete manufacturing setup to ensure a complete make in India electric two-wheeler, in West Bengal which is in close proximity to our existing manufacturing unit. The proposed unit shall be equipped to carry out manufacturing of all kinds of components including chassis, body and other fitments with an installed capacity of 60,000 electric two-wheeler per annum in a single shift.

The proposed unit is being set up in a plot of land with structure of shed and admin building located at Domjur, West Bengal, India. The said land is proposed to be purchased by our Company out of the Issue proceeds for which the Company has entered into an agreement dated December 6, 2024 with M/s. N.S. Engineering Projects Private Limited. The company has made an advance payment of Rs. 11.00 Lakhs (Rupees Eleven Lakhs only) in pursuance of the said agreement to the vendor.

Our Company proposes to utilise an amount of ₹ 5,000 lakhs from the Net Proceeds for funding the capital expenditure towards acquiring the land with proposed structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building for setting up of the proposed manufacturing unit at Domjur, West Bengal, India.

Disclosure of interest of our promoters in Vendor

M/s N.S. Engineering Projects Private Limited is a promoter group company in which our Aditya Vikram Birla, Chairman and Non-Executive Director, is interested as promoter and director. M/s N. S. Engineering Projects Private Limited is being owned 74% by Cosmic CRF Limited and 26% by AVB Endeavours Private Limited which is our Corporate Promoter. The proposed acquisition is being done at a negotiated price.

Estimated Costs

The total estimated cost of towards the land with structure of shed and admin building for the proposed manufacturing setup at Domjur, West Bengal, India is ₹ 5,000.00 lakhs which will entirely be funded through the proceeds of this Issue. The break up of the cost are as under:

<i>(₹ in lakh)</i>	
Particulars	Amount
3 Acre Land with structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building	5,000.00
Total	5,000.00

a) **Cost of Land & Structure**

The total cost for land with structure of shed and admin building for setting up of proposed manufacturing plant having structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building is based on the negotiated price with vendor of land M/s. N.S. Engineering Projects Private Limited vide agreement dated December 6, 2024. The total cost of the land including proposed structure agreed upon with the vendor is Rs. 5,000 Lakhs, which is to be paid by the Company in terms of the agreement dated December 6, 2024, as per the milestones stated in the said agreement.

a) **Government and other Approvals**

Our Company shall apply the following government and other approvals for construction of the new manufacturing unit:

S. No.	Particulars of licenses	Tentative Time Period of application
1.	Building Plan Approval	After complete plan is ready
2.	NOC from Gram Panchayat	Before starting construction

b) **Proposed Schedule of Implementation**

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Civil Works	May, 2025	September, 2025

Our Promoters, Directors, Key Management Personnel or Group Entities are interested in the proposed procurements to the extent of their shareholding / directorship in the vendor, as stated above.

2. Funding the capital expenditure towards plant and machineries for setting up a of new manufacturing at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal

Our Company proposes to utilise an amount of ₹2,101.93 Lakhs from the Net Proceeds for funding the capital expenditure towards plant and machineries for setting up of the proposed manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal, India, as per the below details:

Estimated Costs

Our Company proposes to acquire plant and machineries at an estimated cost of about ₹2,101.93 lakhs. The said plant and machineries proposed to be purchased have been identified, however our Company is yet to place order for 100% of the plant and machinery worth ₹ 2,101.93 lakhs. The detailed list of plant & machinery proposed to be acquired by our Company is provided below:

Sr. No.	Vendor	Particulars	Units to be purchased	Total Cost ^ (₹ lacs) (Including Import Charges, Clearing Charges)	Quotation reference	Validity of quotation
1.	Plant & Machinery					
a)	S N Enterprises	Pipe Cutting Machine - SNE CM 100	3 Set	7.50	3672/17-12-2024	90 days
b)	Taiyuan Rolled Mill Trade Co Ltd	Automatic Pipe / Bar Chamfering Machine	3 Set	11.12	TRMT151224/15-12-2024	90 days
c)	Taiyuan Rolled Mill Trade Co Ltd	Cut to Length Machine, CNC Special Purpose Bending Machine	1 Set each	927.42	TRMT151225/15-12-2024	90 days
d)	Anyang Zhengcheng Mechanical Co Ltd	Slat Conveyor and accessories	2 Set	90.58	18-12-24	90 days
e)	Trinity Tradex Pvt Limited	Compressor Machines-Air Compressor 84148090	5 Nos	131.40	TTPL/QTNSS K/24/293-19-12-24	90 days
f)	Delta Holdings	Tyre Changer	5 Nos	7.49	DH/PCV/Q/161 2-19-12-24	90 days
g)	Anyang Zhengcheng Mechanical Co Ltd	Battery Segregation, Sorting & Testing Machine	32 Nos	322.11	18-12-24	90 days
h)	Anyang Zhengcheng Mechanical Co Ltd	Paint Booth and Conveyorized Oven	1 Nos	100.66	18-12-24	90 days
i)	Taiyuan Rolled Mill Trade Co Ltd	Pipe Bending Machine SNE 50 CNE 3	3 Sets	68.45	TRMT151227/15-12-2024	90 days
j)	Taiyuan Rolled Mill Trade Co	Hydraulic Press Brake 6 Pcs	12 Pcs	335.20	TRMT151226/	90 days

Sr. No.	Vendor	Particulars	Units to be purchased	Total Cost ^ (₹ lacs) (Including Import Charges, Clearing Charges)	Quotation reference	Validity of quotation
	Ltd	Hydraulic Shear 6 Pcs			15-12-2024	
	Total			2,001.93		

^ The prices of exclusive of applicable GST

* The quotation in USD has been converted to INR @ 1\$=INR85.00 based on December 21, 2024 rates.

Note: The amount included in the quotation may be subject to price revisions, basis, inter alia, prevailing market conditions, price of raw materials, increase in taxes/duties levied by governmental authorities. In case of an increase in quoted amount due to a price revision, our Company will bear the difference out of internal accruals.

Our Company proposes to meet the entire requirement of funds for this proposed Object of the Issue from the Net Proceeds and internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

a) Contingency

We have created a provision for contingency of ₹ 100.00 lakhs for the total project, which is approximately 5% of total cost of the proposed capital expenditure for plant and machinery, to cover additional costs related to any contingent expenses such as difference in the actual costs of machinery, taxes, levies and other contingent duties, as applicable, and any increase in the estimated cost of setting up the manufacturing unit. No second-hand machinery or material is proposed to be purchased out of the aforesaid Net Proceeds. The abovementioned plant and machinery and electrification expenses are proposed to be acquired in a ready-to use condition. Our Company has not entered into any definitive agreements with the suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the machinery and material at the same costs. The quantity of the machinery and material to be purchased is based on the estimates of our management. Our Company shall have the flexibility to deploy the machinery and material at the proposed manufacturing units, according to the business requirements of the same, which are dynamic and may evolve with the passage of time and based on the estimates of our management.

b) Government and other Approvals

Our Company shall apply the following government and other approvals for setting up the new manufacturing unit:

S. No.	Particulars of licenses	Tentative Time Period of application
3.	License to work a factory under Section 6(1) of the Factories Act, 1948	After construction of manufacturing unit
4.	Consent to Establishment	Before start of civil works from West Bengal Pollution Control Board
5.	Consent to operate	Before trial run of manufacturing unit from West Bengal Pollution Control Board
6.	Electricity - Industrial	Before trial run of manufacturing unit from West Bengal Electricity Board
7.	Fire Licence	Before commencement of commercial operations
8.	Building Plan Approval	After complete plan is ready
9.	NOC from Gram Panchayat	Before starting construction

c) Proposed Schedule of Implementation

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Civil Works	May, 2025	September, 2025
Order of P&M, Equipment	September, 2025	November, 2025
Delivery of machineries	December, 2025	January, 2026

Installation and erection of machineries	December, 2025	January, 2026
Trial run	January, 2026	
Commercial production	February, 2026	

Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

3. **Prepayment or repayment of all or a portion of certain unsecured loans availed by our Company**

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company, i.e. unsecured loans, to meet working capital requirement. For further details, please refer “*Financial Indebtedness*” on page 197.

As at November 30, 2024, our total outstanding unsecured borrowings amounted to ₹1501.00 lakhs. Our Company proposes to utilise an estimated amount of up to ₹1,501.00 lakhs from the Net Proceeds towards pre- payment or scheduled repayment of all or a portion of certain unsecured loans availed by our Company.

We believe that the pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

The following table provides details of loans and facilities as at November 30, 2024, which are proposed to be pre-paid or partly or fully repaid by our Company from the Net Proceeds:

Sl No	Name of the Lenders	Particulars of Loan	Purpose	Outstanding as on 30/11/2024 Rs. in Lakhs (Principal Amount)	Interest Rate	Terms of Payment
1	Arrowspace Construction Pvt Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
2	Aryavarat Suppliers Pvt Ltd	Unsecured Loan	Business - For Working Capital	92.00	9% p.a.	On Demand
3	Devkripa Marketing Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
4	Dhanapati Trading Private Ltd.	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
5	Disayam Suppliers Private Ltd. Formerly - Dhanganga Vyapaar Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
6	Frankshee Agencies Private Ltd. Formerly - Forceful Estates Private Ltd.	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
7	Funidea Vanijya Private Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
8	Ganeshvani Nirman Pvt.Ltd	Unsecured Loan	Business - For Working Capital	96.00	9% p.a.	On Demand
9	Hanuman Dealcom Pvt Ltd.	Unsecured Loan	Business - For Working Capital	41.00	9% p.a.	On Demand
10	Lakitya Merchandise Private Limited Formerly - Lovejoy Vinimay Pvt Ltd.	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
11	Mashinri Traders Private Limited Formerly - Manikala Retail Pvt. Ltd.	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand

Sl No	Name of the Lenders	Particulars of Loan	Purpose	Outstanding as on 30/11/2024 Rs. in Lakhs (Principal Amount)	Interest Rate	Terms of Payment
12	Rajhans Vinimay Private Ltd.	Unsecured Loan	Business - For Working Capital	90.00	9% p.a.	On Demand
13	Samskar Financial Service Pvt Ltd	Unsecured Loan	Business - For Working Capital	20.00	9% p.a.	On Demand
14	Shilpayan Rural Development Pvt Ltd	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
15	Sukriti Nivesh Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
16	Swapanli Trade Commerce Pvt Ltd	Unsecured Loan	Business - For Working Capital	100.00	9% p.a.	On Demand
17	Woodstick Infraprojects Pvt Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
Total				1,501.00		

*Certified by the Statutory Auditor, by way of their certificate dated December 21, 2024.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, our Company has obtained the requisite certificate dated December 21, 2024 for the loans to be prepaid by our Company.

For further details in relation to our borrowings, please see “*Financial Indebtedness*” on page 197.

Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the Net Proceeds as may be decided by our Company.

Given the nature of the above-mentioned borrowings and the terms of repayment, the aggregate outstanding borrowing amounts which we propose to repay may vary from time to time. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, will not exceed ₹ 1,501.00 Lakhs.

If the actual utilization towards the above object is lower than the proposed deployment, such balance will be used either for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations.

4. Funding the working capital requirements of our Company

Our Company proposes to utilise up to ₹ 2,500.00 lakhs from the Net Proceeds towards funding its working capital requirements in Fiscal 2026.

We have significant working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks, financial institutions, non-banking financial companies and inter-corporate borrowings. Our Company requires additional working capital for funding future growth requirements of our Company. As of November 30, 2024, we do not have any secured borrowings from the banks under the fund based working capital facilities. The working capital is funded by internal accruals and inter corporate borrowings. The For details of the working capital facilities availed by us, see “*Financial Indebtedness*” on page 197.

Basis of estimation of working capital requirement

The details of the working capital as March 31, 2022, March 31, 2023, March 31, 2024 and November 30, 2024, the source of funding derived from the standalone financial statements of the Company as certified by our Statutory Auditor through their certificate dated December 21, 2024, are provided in the table below. On the basis of the existing and estimated working capital requirement of the Company on a standalone basis, and assumptions for such working capital requirements for Fiscals 2025, 2026 and 2027 as provided by the Company are set forth below:

(₹ lakhs)								
Sl.	Particular	As at	As at	As at	As at	As at	As at	As at

No.		March 31, 2022	March 31, 2023	March 31, 2024	November 30, 2024	March 31, 2025	March 31, 2026	March 31, 2027
		(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)	(Projected)
(A)	Current assets							
(a)	Inventories	103.88	216.81	362.02	1,360.25	1,383.13	1,526.25	1,858.31
(b)	Financial assets				-	-	-	-
	(i) Trade receivables	113.75	86.28	80.47	2,122.07	2,128.86	3,057.71	4,055.23
(c)	Other Current Assets	148.96	72.90	285.08	1,678.91	1,499.16	1,617.19	1,478.72
	Total current assets (A)	366.59	375.99	727.57	5,161.23	5,011.15	6,201.15	7,392.26
(B)	Current liabilities							
(a)	Financial liabilities							
	(i) Trade payables	111.87	61.39	200.44	1,688.26	987.71	875.42	1,009.72
(b)	Provisions, other current liabilities and current tax liabilities (net)	79.40	83.82	141.94	529.29	340.65	798.14	1,130.24
	Total current liabilities (B)	191.27	145.21	342.38	2,217.55	1,328.36	1,673.56	2,139.96
(C)	Total working capital requirements (C = A – B)	175.32	230.78	385.19	2,943.68	3,682.79	4,527.59	5,252.30
(D)	Funding pattern	-	-					
(a)	IPO proceeds	-	-	-	-	-	2,500.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies, inter-corporate borrowing (including bill discounting) and/or internal accruals	175.32	230.78	385.19	2,943.68	3,682.79	2,027.59	5,252.30
	Total	175.32	230.78	385.19	2,943.68	3,682.79	4,527.59	5,252.30

Note: Pursuant to the certificate dated December 21, 2024, issued by the Statutory Auditor.

Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Assumptions for our estimated working capital requirements

Particulars	Holding Level for year/period ended						
	March 31, 2022 (Actual-Restated)	March 31, 2023 (Actual-Restated)	March 31, 2024 (Actual-Restated)	November 30, 2024 (Actual-Restated)	March 31, 2025 (Estimated)	March 31, 2026 (Estimated)	March 31, 2027 (Estimated)
Inventories	16	75	552	32	32	27	19
Trade Receivables	35	40	153	80	79	57	46
Trade Payables	40	33	600	81	50	23	16

Key assumptions for working capital requirements

The Company's estimated working capital requirements on a standalone basis are based on the following key assumptions:

S. No.	Particulars	Assumptions
Current Assets		
1	Trade Receivables	The Company anticipates a substantial expansion in business operations of the Company in the forthcoming financial year supported by the fresh infusion of funds from the Issue proceeds. Our company's general credit term vary across geographies and type of customer. In FY2022, and 2023, we had mainly sales through dealers / distributors, wherein our electric two-wheelers were sold to the consumers directly. Thus, the debtors holding period were lesser. However, in FY2024, we have experienced higher debtor holding period due to challenges in financial resource and logistic issue with dealers. Thus, the new management has terminated 78 dealers and shifted focus on B2B sale. Thus, during the period ended November 30, 2024, the debtor holding period was 80 days. Going forward we intend to reduce our debtor holding period to 57 days in FY2026 and 46 days in FY2027. However, with the increase in volume of our sale to last mile delivery partner and Pan India aggregators, we perceive higher debtors which in turn require higher working capital for operation. Further, we are also adding dealers in new states in eastern part of India, which further lead to growth in our operations and in turn require higher working capital.

S. No.	Particulars	Assumptions
2	Inventories	Being in the business of electric two wheelers, we need to maintain efficient inventory levels at our dealers. During FY2022 and FY2023, we had inventory holding period of 16 and 75 days which in FY2024 has gone up to 552 days due to financial and logistic challenges faced by erstwhile management. However, with the new management taking control, we have started B2B sale to last mile delivery partner and Pan India which boosted our overall financial performance and led to a significant reduction in inventory holding period to 32 days. Going forward, we intend to reduce the inventory holding period to 27 days in FY2026 and 19 days in FY2027 by increasing our B2B sale wherein as have bulk order to plan our production and inventory in advance and to increase our retail sale by adding more dealers and opening experience centre. These initiatives will lead to growth in our overall operations and better utilisation of our existing and proposed capacity. Thus, we require higher working capital to fund increased volume of operations.
Current Liabilities		
1	Trade Payables	During FY2022 and FY2023, we had creditor cycle of 40 and 33 days which has gone up to 600 days in FY2024 due to financial and logistic challenges faced by erstwhile management. During the period ended November 30, 2024, the creditor cycle has been reduced to 81 days. Going forward we intend to reduce our creditors payment cycle to 53 days in FY2025, 23 days in FY2026 and 16 days in FY2027. Our Company expects substantial increase in trades payable in line with expansion in business operations. However, our Company is trying to reduce the creditors payment cycle by paying earlier, leading to better bargaining power with the supplier, more discount and better profitability.

Reason for substantial increase of working capital requirement are mentioned below:-

1. **Increase in Business:** The Company's expansion of business operations, requires additional working capital. With the increase in volume of operation driven by B2B sale, there is a corresponding need for more funds to finance inventory, labour, and other operational expenses. Additionally, our focus on procuring raw materials in bulk aims to further increase our profit margin. Further, to accommodate this growth, we require adequate working capital to support extended credit facilities to customers.

The Company has already recorded a revenue of Rs.4,304.29 lakhs for the period ended November 30, 2024, whereas company had generated revenue of Rs.191.50 lakhs in FY2024. This shows the expansion in business and volume of operations.

2. **Expansion of Operations:** The launch of new variants of EV Scooters which are under development phase, marks a major milestone in our expansion initiatives. However, it entails a significant initial investment in working capital to ensure seamless operations. This expansion is pivotal for meeting the increasing market demand and capitalizing on new growth prospects. This will boost our revenue in the coming years and necessitate additional working capital.
3. **Increase in Turnover:** The surge in turnover had direct impact on the company's working capital requirements due to specific changes in the following areas:
4. **Outstanding Receivables:** The rise in volume of sales, which in turn necessitated an increase in outstanding receivables. As the company offered credit period to its customers, funds became locked in pending invoices, resulting in an expansion of the working capital needed.
5. **Inventories:** Similar to reasons specify for increase in trade receivable, owing to the Company's expectation of higher production, it is expected that substantial amount of inventory for stock of finish goods and raw materials will be kept in stock. This strategic approach aligns with our goal of sustaining growth while efficiently managing inventory levels to meet project demands effectively.
6. **Payment to Suppliers:** Over the past few years, there was an increase in the payment cycle to vendors. This leads to an increase in trade payables leading to a lesser working capital requirement. The holding levels are expected to reduce to in FY2026 and FY2027, resulting in an expansion of working capital needed. Primarily, quicker settlements enable us to leverage cash discounts from suppliers, enhancing our profitability. Additionally, prompt payments empower us to negotiate more favourable terms and prices, fostering stronger supplier relations and bolstering our bottom line. Furthermore, many of our purchases rely on imported supplies, often necessitating advance payments. Timely settlements not only solidify our long-term relationships with suppliers but also ensure the continuity of our supply chain. By shortening our payables cycle, we're not only improving financial stability but also fortifying relationships with suppliers and securing advantageous deals for our company's growth. Our strategic objective is to improve and consolidate our position as a major electric two-wheeler manufacturer with a continuous growth philosophy and to enter in market. Below points represents our continuous growth philosophy being implemented which will drive our business going forward:

Further, below mentioned future business strategies as mentioned in the chapter "*Our Business – Business Strategies*" on page 97 of the Draft Prospectus would also lead to increase in working capital requirements:

Market Penetration and Geographical Expansion

We are engaged in designing, manufacturing, assembling and post-sale services of our electric two-wheelers. We are focussed on enhancing our presence in the geographies where we already operate by strengthening relationships with current channel partners and distributors. Further, going forward, we intend to reach 100 plus dealers Pan India. The electric two-wheelers domestic market offers enormous opportunities in term of sub-geographical penetration which we intend to seize and increase our market reach domestically to explore untapped markets as part of our strategy to mitigate market risk and widen growth prospects.

We are operating in B2B as well as B2C segment by selling our manufactured electric two-wheelers through channel partners, exclusive showroom with experience centres and dealers. To achieve this strategic expansion, we recognize the need to fortify our existing network, ensuring optimal customer satisfaction within our current operational regions. Simultaneously, we intend to establish new networks across key states, aligning with our commitment to maintaining exceptional standards of customer service and ensuring sustainable profitability.

Introduction of New EV Models

Raft Motors is driving market expansion through the strategic introduction of new and improved EV two-wheeler models. We already have 10 models combined in low speed and high-speed category. This approach underscores the Company's dedication to innovation, ensuring a diverse and cutting-edge product portfolio that addresses the evolving demands of consumers. We are presently we are also in the development phase of 'Warrior' and 'Magnetic Pro' high-speed Models which we believe will be a game changer for us. We, instead of focusing on the increasing the number of models, are focusing on limited number of models which have good response from end customer and have potential to increase its market share and bring high-capacity/range advanced electric two-wheelers. By consistently unveiling advanced electric two-wheelers, Raft Motor establishes itself as a forward-thinking company in the electric vehicle landscape.

Invest in R&D to advance our technological capabilities and optimize costs

We intend to be a technology driven company and invest in R&D to improve our product offerings, adapt to changing consumer preferences and improve our cost and operational efficiency. We leveraged our experience in conceptualizing and developing our latest EV scooter models, improvements in the overall cost structure and lower manufacturing costs.

We continue to enhance by adding new features in our EV scooter models to address customer needs and preferences and improve EV performance. We will continue to invest in our in-house R&D, design and engineering capabilities including R&D talent across our research centre in India.

Marketing Strategy

We have engaged former Indian Cricket Team Captain and BCCI's Ex-President Sourav Ganguly is the brand ambassador. Sourav Ganguly is a hero for every Indian cricket fan and have mass reach and appeal. He enables our Company to reach to the masses and build trust for our brand. We continuously focus on enhancing our business operations by ensuring that our channel partners and dealers increases through our marketing efforts. Our core competency lies in our deep understanding of preferences and improvement needs in EV scooter, which has helped us in achieving customer loyalty. We endeavor to continuously improve the features in our EV scooter offered to the customers as well as strive to understand and anticipate any change in the expectation of our customers towards EV scooter. Our post sale service also act as a strong marketing tool for us that build confidence of our existing customers and helps us to win new customers through referrals.

Presently, our marketing and sales division consists of 13 members who are responsible for developing marketing and distribution network. We intend to strengthen our existing marketing team by inducting personnel with expertise in the industry, who will supplement our existing marketing strategies in the domestic markets.

Optimise capacity utilization

We focus on increasing our capacity utilization to achieve optimum utilization of resources. Our existing capacity and capacity utilization are as under:

Particulars	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Aggregate Installed Capacity (units per annum)	6,667*	4,000^	2,000	2,000
Capacity Utilization (units per month)	1,817	241	950	1,428
Capacity Utilization (%)	27.25%	6.03%	47.50%	71.40%

* Proportionate for 8 months

^ Addition capacity w.e.f. January 1, 2024 from 2,000 unit per annum to 10,000 units per annum

The above table shows installed capacity, capacity utilisation and capacity utilisation percentage for stub period and for the

financial years 2024, 2023 and 2022. The lower capacity utilization is only due to poor marketing, lack of financial resources and transition in the ownership affected during FY2024. After transition to new management, our Company has taken addition capacity allocation from the contract manufacturer w.e.f. January 1, 2024 from 2,000 unit per annum to 10,000 units per annum.

Further, we have already setup a new manufacturing facility equipped with latest technology and equipment in the state of West Bengal at Domjur, Jhapardaha, ONGC Road, Domjur, Dakshin, Jhapardaha, Howrah, West Bengal – 711405. The new facility at Domjur, Howrah, is having installed capacity of 14,000 units of two-wheelers per annum in a single shift. The commercial production is yet to commence at the new facility at Domjur, Howrah, and approval for the licences are yet to be obtained.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues, we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We are always in search of new and innovative concepts as per the needs of our clients but while in the process we make sure of the fact that we perform the given task at the lowest possible cost through effective supervision and planning. Further, our Company constantly endeavours to improve our service processes, and will increase service activities to optimize the utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

5. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] lakhs towards general corporate purposes, subject to such utilization not exceeding 10% of the Gross Proceeds of the Issue, in compliance with the SEBI ICDR Regulations which allows upto 25% of the Gross Proceeds of the Issue can be used for general corporate purpose. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- a) strategic initiatives;
- b) general procurement;
- c) brand building and strengthening of marketing activities; and
- d) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “*General Corporate Purposes*” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lacs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expense, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as under:

Expenses	Estimated expenses⁽¹⁾ (in ₹ lacs)	As a % of the total estimated Issue expenses⁽¹⁾	As a % of the total Gross Issue Proceeds⁽¹⁾
Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	[●]	[●]	[●]
Marketing and Selling Commission and expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others			
- Listing fees	[●]	[●]	[●]
- SEBI and NSE processing fees	[●]	[●]	[●]
- Book Building software fees	[●]	[●]	[●]
- Other regulatory expenses	[●]	[●]	[●]

Expenses	Estimated expenses ⁽¹⁾ (in ₹ lacs)	As a % of the total estimated Issue expenses ⁽¹⁾	As a % of the total Gross Issue Proceeds ⁽¹⁾
- Miscellaneous	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

*Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

Notes:

- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows: Portion for RIIs [●]% or ₹ [●] whichever is less ^ (exclusive of GST) Portion for NIIs [●]% or ₹ [●] whichever is less ^ (exclusive of GST)*

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ [●] (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*
- Registered Brokers, will be entitled to a commission of ₹ [●] (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*
- SCSBs would be entitled to a processing fee of ₹ [●] (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.*
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ [●] (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*
- The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Deployment of Funds and Sources of Funds

As on date of this Draft Red Herring Prospectus, our Company has not deployed any funds towards the Objects of the Issue.

Interim Use of Funds

Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed [●] 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 on receipt 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.

Pursuant to 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.

Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

Other Confirmations

No part of the Net Proceeds, except as disclosed in the object of the Issue, will be paid to our Promoter, Promoter Group, Directors, our Group Companies or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds, except as disclosed in the object of the Issue.

BASIS FOR OFFER PRICE

Investors should also refer to “Our Business”, “Risk Factors”, “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Other Financial Information” on pages 97, 20, 151, 187 and 186, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- Modern and strategically located manufacturing facilities
- Strong post sale service network to address the service issue
- In house research and development team continuously focussing on new and innovative product development.
- Quality Assurance and Quality Control of our products
- Well experienced management team with proven project management and implementation skills

For further details, see “Our Business –Strengths” on page 97.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see “Restated Financial Statements” on page 151.

Some of the quantitative factors which may forms the basis for calculating the Issue Price are as follows:

I. Basic and Diluted Earnings per share (“EPS”)

Fiscal Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024	4.53	4.53	3
March 31, 2023	4.62	4.62	2
March 31, 2022	6.49	6.49	1
Weighted Average			4.89
Eight months period ended November 30, 2024*			4.43[^]

*Not Annualised

[^] Adjusted for bonus issue

Notes:

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
- (2) Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above
- (3) Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above
- (4) Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’. The face value of equity shares of the Company is ₹ 10/-.
- (5) The figures disclosed above are based on the Restated Financial Statements.

II. Price/Earning (“P/E”) ratio in relation to Issue Price of ₹ [●] per Equity Share:

Particulars	P/E at the Issue Price (number of times)*
Based on basic EPS for Fiscal 2024	[●]
Based on diluted EPS for Fiscal 2024	[●]

*Will be included in the Prospectus

Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	180.29
Lowest	180.29
Average	180.29

Notes:

- (1) The industry high and low has been considered from the industry peer set provided above. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed above
- (2) All the financial information for listed industry peers mentioned above is sourced from the annual reports of the relevant companies for Fiscal 2024, as available on the websites of the BSE Limited.
- (3) The PE ratio is negative for the industry peer which is taken for comparison. Thus, the high, low and average industry PE is same.

III. Return on Networth (“RoNW”)

Fiscal Year ended	RoNW (%)	Weight
March 31, 2024	22.86%	3
March 31, 2023	21.92%	2
March 31, 2022	39.37%	1
Weighted Average	25.30%	
Eight months ended November 30, 2024*	19.19%	

*Not Annualised

Notes:

- (1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.
- (2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year.
- (3) 'Net worth': Equity Share capital and other equity less capital reserves

IV. Net asset value per Equity Share (face value of ₹ 10/- each)

Particulars	NAV per equity share (₹)
As on November 30, 2024	23.07*
As on March 31, 2024	19.82
After the Completion of the Issue:	
- At Issue Price ⁽²⁾	[●]

* Adjusted for Bonus Shares

Notes:

- (1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the period/ year divided by number of equity shares outstanding as at the end of period /year as per Restated Financial Statements.
- (2) Issue Price per Equity Share will be updated in Prospectus.

COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. electric two wheelers, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on December 20, 2024 (₹ per share)	Revenue from Operations (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Raft Motors Ltd	Standalone	10.00	NA	4,304.29	4.43*	4.43*	23.07*	[●]	19.19	15.50	[●]#
PEER GROUP											
Ola Electric Mobility Ltd	Standalone	10.00	93.77	8157	(0.07)	(0.07)	11.55	-	(0.47%)	(32.46%)	506.51
Wardwizard Innovations & Mobility Ltd	Standalone	1.00	37.86	31731	0.54	0.54	3.90	180.29	13.80%	4.46%	3.09

*Financial information for our Company is derived from the Restated Financial Statements as at and for the period ended November 30, 2024.

#Will be updated in the Prospectus.

Source: All the financial information for unlisted industry peer mentioned above is sourced from the annual report of the relevant companies for Fiscal 2024, as available on the websites of the MCA.

Notes for peer group:

1. P/E Ratio is computed as the peer company based on the closing price on BSE limited.
2. Return on Net Worth (%) = Profit for the year ended March 31, 2024 divided by Total Equity of the Company as on March 31, 2024.

3. NAV is computed as the Total Equity of the Company as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.

The trading price of the Equity Shares could decline due to the factors mentioned in the section “Risk Factors” on page 20 and any other factors that may arise in the future and you may lose all or part of your investments.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Consolidated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 21, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Draft Prospectus. Further, the KPIs herein have been certified by M/s. Baid Agarwal Singhi and Co., Chartered Accountants, by their certificate dated December 21, 2024.

The KPIs of our Company have been disclosed in the sections “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 97 and 187, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 2.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

Some of the key performance indicators which may form the basis for computing the Issue Price are as follows:

(₹ in lakhs except percentages and ratios)

Key Performance Indicators	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	4304.29	191.50	785.20	1174.69
Total Income	4313.02	207.73	785.20	1174.69
EBITDA ⁽³⁾	924.73	118.02	59.58	68.95
EBITDA Margin ⁽⁴⁾	21.48%	61.63%	7.59%	5.87%
Profit After Tax for the Year (“PAT”) ⁽⁵⁾	667.05	71.35	34.68	48.66
PAT Margin ⁽⁶⁾	15.50%	37.26%	4.42%	4.14%
ROE ^{(7)*}	35.23%	30.34%	24.61%	78.17%
ROCE ^{(8)*}	18.52%	28.44%	22.93%	34.93%
Net Debt/ EBITDA ⁽⁹⁾	0.31	0.71	1.37	0.89

*Not annualised for the eight months period ended November 30, 2024

#As certified by the Statutory Auditor vide their certificate dated December 21, 2024.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated December 21, 2024.

Explanation for the Key Performance Indicators

- Gross Profit is calculated as Revenue from Operations less Purchases of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade
- Gross Margin is calculated as Gross Profit divided by Revenue from Operations
- EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense less other income
- EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- Profit after tax for the year means the profit for the year as appearing in the Restated Financial Information
- PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.
- Return on Equity (%) is calculated as restated profit for the year divided by average total equity
- Return on Capital Employed (%) is calculated as EBIT divided by Capital Employed

9. *Net Debt/EBITDA, Net debt is Total Borrowings less Cash and bank balances*

We shall continue to disclose these KPIs, on a half-yearly basis, for a duration that is at least the later of (i) three years after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in 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.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in 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.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

Comparison of the Key Performance Indicators with our listed peers:

(₹ in lakhs) (As on March 31, 2024)

Key Performance Indicators	Ola Electric Mobility Limited	Wardwizard Innovations & Mobility Ltd
Revenue from Operations	8157	31731
EBITDA ⁽¹⁾	(1869)	3252
EBITDA Margin ⁽³⁾	(22.91%)	10.25%
Profit After Tax for the Year	(2648)	1416
PAT Margin ⁽⁴⁾	(32.46%)	4.46%
ROE ⁽⁵⁾	(0.47%)	13.80%
ROCE ⁽²⁾⁽⁶⁾	(0.40%)	33.32%
Net Debt/ EBITDA ⁽¹⁾⁽⁷⁾	NA	2.40

Source: Annual Reports of the company / www.bseindia.com and www.nseindia.com

As certified by the Statutory Auditor vide their certificate dated December 21, 2024.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated December 21, 2024.

Explanation for the Key Performance Indicators

1. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses excluding other income.*
2. *EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.*
4. *PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.*
5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
6. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.*
7. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*

OPERATIONAL KPIs OF THE COMPANY:

Break up of sale through channel partner (B2B) and through dealers / distributors (B2C)

Particulars	November 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Sale through channel partner (B2B)	2,060.18	48.86	-	-	-	-	-	-
Sale through dealers / distributors (B2C)	2,244.11	51.14	191.50	100.00	712.86	100.00	1,004.71	100.00

Explanation for KPI metrics

KPI	Explanations
Contribution to revenue from operations of B2B	This metric enables us to track our business from last mile delivery businesses and Pan India aggregator as contribution to our revenue and also assess any concentration risks.
Contribution to revenue from operations of B2C	This metric enables us to track our business from direct consumer as contribution to our revenue and also assess any concentration risks.

COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEER:

The operational KPIs of the listed peer are not publicly available.

WEIGHTED AVERAGE COST OF ACQUISITION:

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

Other than as mentioned below, there have been no issuance of Equity Shares, excluding shares issued as bonus shares, 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 the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days:

Date of allotment	No of equity shares allotted	Facevalue	Issue price	Nature of allotment	Nature of consideration	Total consideration (Rs. in lakhs)
December 08, 2023	8,25,000	10.00	10.00	Rights Issue	Cash	82.50
April, 09, 2024	7,00,000	10.00	20.00	Rights Issue	Cash	140.00
October 28, 2024	90,490	10.00	1,000.00	Private Placement	Cash	904.90
November 21, 2024	59,800	10.00	1,000.00	Private Placement	Cash	598.00

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

Other than as mentioned below, there have been no secondary sale / acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 3 years 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 employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Date of Transfer	No of equity shares Transferred	Facevalue	Transfer price	Nature of consideration	Total consideration (Rs. in lakhs)
January 5, 2024	2,25,000	10.00	10.00	Cash	22.50
May 23, 2024	2,44,875	10.00	29.62	Cash	72.54

c) Price per share based on the last five primary or secondary transactions;

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)	Weighted average cost of acquisition adjusted for Bonus Shares (₹ per equity shares)
Weighted average cost of primary/new issue acquisition	102.99	17.17
Weighted average cost of secondary acquisition	20.23	3.37

d) Weighted average cost of acquisition and offer price:

Types of transactions	Weighted average cost of acquisition adjusted for Bonus Shares (Rs. per Equity Shares)	Offer Price (i.e. ₹ [●]*)
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above.	17.17	[●]*
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above.	3.37	[●]*

* To be updated in the Prospectus.

Explanation for Issue Price being [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period ended November 30, 2024, March 2024, 2023 and 2022.

[●]*

Explanation for Issue Price being [●] times price of face value.

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares through the fixed price process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information” on pages 20, 97, 187 and 151 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” on page 20 and you may lose all or part of your investment.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Statement of possible special tax benefits available to the Company and its Shareholders

To,
The Board of Directors
RAFT MOTORS LIMITED
19 Monohar Pukur Road, Cosmic Tower,
Sarat Bose Road, Kolkata – 700 029
West Bengal

Dear Sir(s),

Subject: Statement of Possible Special Tax Benefits Available to the Company and its shareholders prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the “Regulations”)

We hereby confirm that the enclosed annexure prepared by Raft Motors Limited, states the possible special tax benefits available to Raft Motors Limited (the “**Company**”) and the shareholders of the Company, under the Income Tax Act, 1961 (“**Act**”), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the 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 the business imperatives, 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 shareholders, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (the “**Issue**”) by the Company.

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

- i. Company or its shareholders will continue to obtain these benefits in future; or
- ii. The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, 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. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Your sincerely,
For Baid Agarwal Singhi & Co.
Chartered Accountants
ICAI Firm Registration No. 328671E

Dhruv Narayan Agarwal
Partner
Membership No: 306940
UDIN: 24306940BKCOFX3796
Place: Kolkata
Date: December 21, 2024

Enclosed as above

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under indirect tax laws.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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 changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information contained in this section has been extracted from various websites and publicly available documents and from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Offer has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

GLOBAL ECONOMY

Between 2014 and 2019, the global economy maintained stability following the 2008–2009 financial crisis, achieving an average growth rate of 3.4%. During this period, Asian economies, notably China and India, led global growth with GDP growth rates of 7.4% and 7.3%, respectively. Central banks in the United States and the Eurozone reduced interest rates to near-zero levels, stimulating global financial markets with increased credit availability. In 2020, the outbreak of the COVID-19 pandemic disrupted this trajectory, causing a global economic contraction due to declines in productivity and output. Recovery ensued with widespread vaccination efforts, though geopolitical uncertainties and regional conflicts in Europe and the Middle East continue to weigh on global growth prospects.

The International Monetary Fund (IMF) projects global growth at 3.2% for 2024 and 3.3% for 2025, as per its April 2024 World Economic Outlook (WEO) forecast. However, as cyclical factors diminish, economic activity across nations is aligning more closely with potential output. Persistent inflation in the services sector poses challenges to monetary policy normalization, raising the likelihood of prolonged high interest rates amid escalating trade tensions and policy uncertainties. Managing these risks will require a balanced policy approach to ensure price stability and rebuild economic buffers.

Global trade showed signs of recovery at the start of the year, driven by robust exports from Asia, particularly in the technology sector. According to the July 2024 IMF WEO report, first-quarter growth exceeded expectations in many countries. Notable exceptions included the United States, where moderating consumption and a negative trade contribution resulted in a sharper-than-anticipated slowdown, and Japan, which faced temporary supply disruptions due to the shutdown of a major automobile plant. In contrast, Europe experienced early signs of recovery, led by stronger services activity, while China benefited from a rebound in domestic consumption and a temporary surge in exports reconnecting with global demand. These developments have helped reduce output disparities among economies, signalling a gradual alignment of economic activity with potential levels as cyclical pressures ease.

Source: World Economic Outlook – IMF – July 2024

GDP growth across key economies (2018-28)

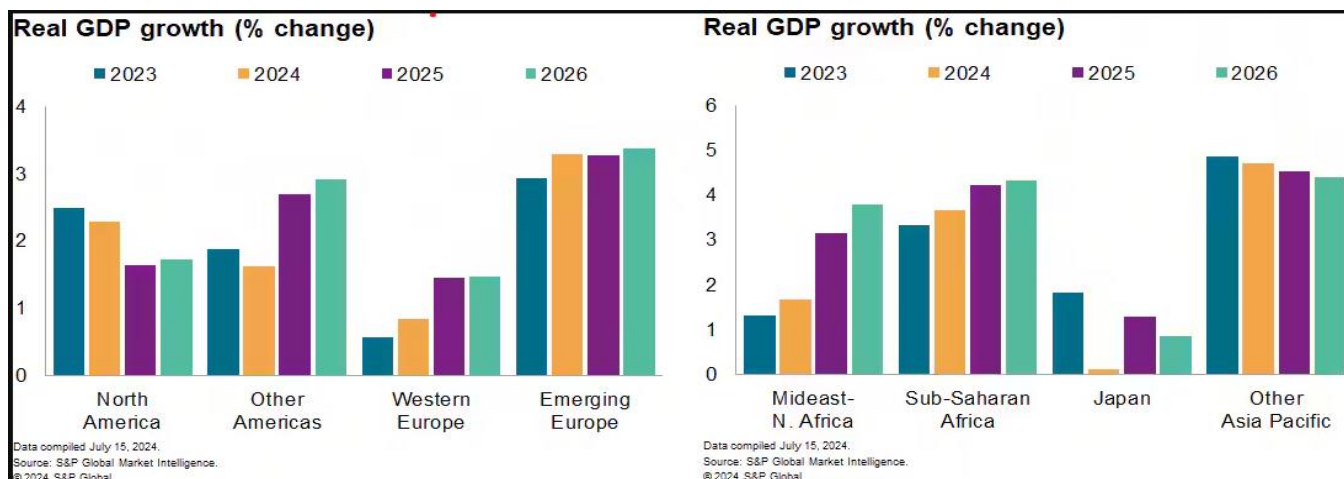
	2018	2019	2020	2021	2022	2023	2024E	2025P
United States	3.0%	2.3%	-2.8%	6.0%	2.1%	2.5%	2.6%	1.8%
United Kingdom	1.7%	1.6%	-11.0%	7.6%	4.1%	0.1%	0.7%	1.5%
Euro Area	1.9%	1.3%	-6.3%	5.0%	3.4%	0.5%	0.9%	1.5%
China	6.8%	6.0%	2.2%	8.5%	3.0%	5.2%	5.0%	4.5%
India	6.5%	3.9%	-5.8%	9.1%	6.8%	8.2%	7.0%	6.5%
Russia	2.8%	2.2%	-2.7%	5.6%	-2.1%	3.6%	3.2%	1.5%
Japan	0.6%	-0.4%	-4.3%	2.2%	1.1%	1.9%	0.7%	1.0%
Brazil	1.8%	1.2%	-3.3%	5.0%	2.9%	2.9%	2.1%	2.4%

Source: IMF World Economic Outlook Update, July 2024. <https://www.imf.org/en/Publications/WEO>

The International Monetary Fund (IMF) has revised its projections for commodity prices, anticipating a 5% rise in nonfuel prices in 2024. Energy commodity prices, while expected to decline by 4.6%, remain higher than initially predicted in the April World Economic Outlook (WEO), driven by OPEC+ production cuts and ongoing, though moderated, price pressures stemming from the Middle East conflict. The monetary policy rates of major central banks are anticipated to decrease in the latter half of 2024, although the pace will vary depending on inflation dynamics. Despite these adjustments, global economic growth forecasts remain consistent with the IMF's April WEO, at 3.2% for 2024 and 3.3% for 2025.

According to S&P Global's July 2024 Global Economic Outlook, growth is supported by easing inflation, more accommodative financial conditions, and a resurgence in global trade. However, growth rates are unlikely to match previous expansionary cycles due to persistent challenges such as elevated debt levels, higher interest rates, and geopolitical uncertainties. Regional trends reveal a divergence in economic trajectories.

The U.S. economy is projected to experience a gradual slowdown, influenced by tighter bank lending standards, reduced fiscal support, and the strong dollar. Meanwhile, Western Europe is showing signs of improvement, though growth remains modest. S&P Global Market Intelligence maintains its forecast for global real GDP growth at 2.7% for 2024, with adjustments across individual economies. Downward revisions for Canada and Japan are offset by upward projections for the UK, India, and Russia. The global growth forecast for 2025 has been marginally reduced from 2.8% to 2.7%, primarily reflecting a weaker outlook for the U.S.



Source: <https://www.spglobal.com/marketintelligence/en/mi/research-analysis/global-economic-outlook-july-2024.html>

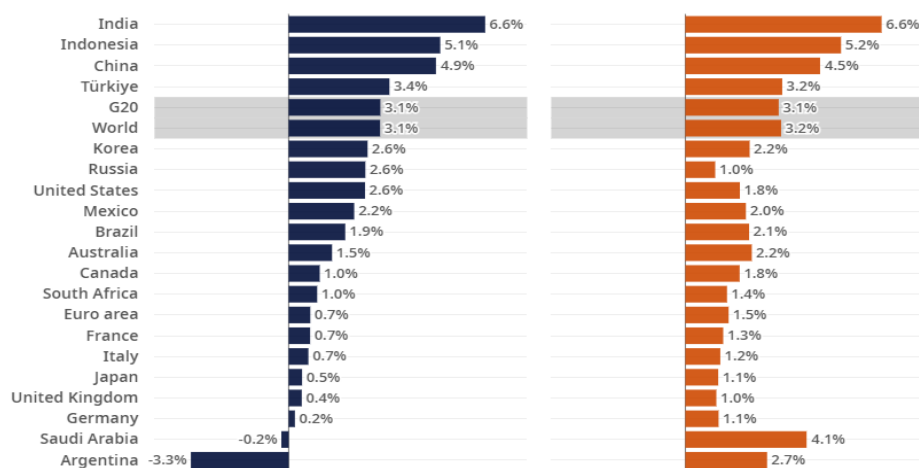
As per the report on Global Economic Prospects published by the World Bank in June 2024, risks related to armed conflict have increased sharply given the ongoing conflict in the Middle East, attacks on vessels in the Red Sea, a marked deterioration in security conditions in parts of Sub-Saharan Africa, and Russia’s ongoing invasion of Ukraine. More generally, the incidence of armed conflicts—in various forms and manifestations—has increased in recent years. Armed conflicts can result in loss of human life, destruction of physical and human capital, political instability, and heightened uncertainty, in turn stifling investment and economic activity. In addition, conflicts can pose fiscal challenges to the extent they are associated with higher military expenditures, lower revenues, and higher public debt. Human capital losses due to diminished educational and health provision in conflict-affected areas can compound these economic damages over the longer term. More immediately, if the conflict in the Middle East intensifies, substantial disruptions to oil supply and large commodity price spikes could follow, potentially undermining efforts to bring inflation back to targets globally. The extent and duration of oil price impacts would depend on the nature of the initial shock, as well as the speed and size of other oil producers’ responses to higher prices. Furthermore, uncertainty around the evolution of Russia’s invasion of Ukraine poses continued risks to commodity markets—including for oil products and grains—and regional security. The confluence of multiple armed conflicts and their knock-on effects threaten to exacerbate uncertainty about the geopolitical environment, forestalling investment, dampening both consumer and business sentiment, and increasing financial volatility. Negative economic effects would be most acute in countries engaged in and adjacent to conflicts, like the western European Countries, the Euro Zone and NATO Member states.

Source: Global Economic Prospects – June 2024 – World Bank <https://www.worldbank.org/en/publication/global-economic-prospects>

However, the Economic Outlook published by the OECD in May 2024 provides a silver lining as it states that the global economy is continuing growing at a modest pace and it projects steady global GDP growth of 3.1% in 2024, the same as the 3.1% in 2023, followed by a slight pick-up to 3.2% in 2025. The impact of tight monetary conditions continues being felt, particularly in housing and credit markets, but global activity is proving relatively resilient, the decline in inflation continues, and private sector confidence is improving. The OECD unemployment rate stood at 4.9% in February, close to its lowest levels since 2001. Real incomes are rising in many OECD countries as inflation moderates, and trade growth has turned positive. The outlook continues to differ across countries, with weaker outcomes in many advanced economies, especially in Europe, and strong growth in the United States and many emerging market economies.

GDP growth projections for 2024 and 2025

G-20 Economies



Source: [OECD Economic Outlook, May 2024](https://www.oecd.org/en/about/news/press-releases/2024/05/economic-outlook-steady-global-growth-expected-for-2024-and-2025.html)

Source: *Economic Outlook – OECD - May 2024* <https://www.oecd.org/en/about/news/press-releases/2024/05/economic-outlook-steady-global-growth-expected-for-2024-and-2025.html>

According to the report, GDP growth in the United States is projected to be 2.6% in 2024, before slowing to 1.8% in 2025 as the economy adapts to high borrowing costs and moderating domestic demand. In the Euro Area, which stagnated in the fourth quarter of 2023, a recovery in real household incomes, tight labour markets and reductions in policy interest rates will help generate a gradual rebound. Euro Area GDP growth is projected at 0.7% in 2024 and 1.5% in 2025. Growth in Japan should also recover steadily, with domestic demand underpinned by stronger real wage growth, continued accommodative monetary policy and temporary tax cuts. GDP is projected to expand by 0.5% in 2024 and 1.1% in 2025. China is also expected to slow moderately, with GDP growth of 4.9% in 2024 and 4.5% in 2025, as the economy is supported by fiscal stimulus and exports. However, India’s growth projections have not shown any signs of decline and is projected to retain its 2024 growth figures in 2025 as well, with a 6.6% growth in GDP.

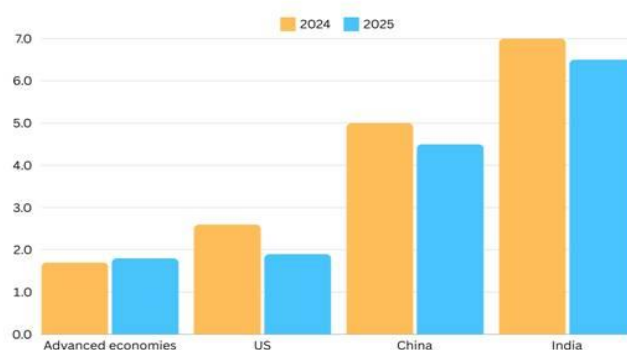
INDIAN ECONOMY

The Indian economy stands as one of the largest and fastest-growing in the world, with a strategic ambition to transform into an export-driven powerhouse by 2030. Traditionally reliant on domestic consumption, India has been undergoing a significant shift toward export orientation, facilitated by comprehensive structural reforms introduced over the past decade. These reforms have strengthened the nation’s macroeconomic fundamentals and laid the groundwork for a transition from import dependence to self-reliance, exemplified by initiatives like *Atma Nirbhar Bharat*. To achieve its ambitious target of USD 1 trillion in merchandise exports by 2030, India must expand and diversify its export portfolio while effectively integrating into global value chains. This evolution is vital for sustaining growth and enhancing India’s position in the global economic landscape.

Source: www.worldbank.org/en/news/press-release/2024/09/03/india-s-economy-to-remain-strong-despite-subdued-global-growth

The International Monetary Fund (IMF) has upgraded India's gross domestic product (GDP) in the FY2024-25 by 20 basis points to 7 percent. The IMF has revised upward its forecast from the previous estimate of 6.8 percent in April. The IMF's latest ‘World Economic Outlook’ report indicates that India's economic growth forecast for the current year has also been raised to 7.0 percent. The development has come in the backdrop of a notable rise in consumption prospects, especially in rural areas. With this, India continues to maintain its position as the fastest-growing economy among emerging markets and developing economies.

GDP Growth (Percent Change, year-on-year)



Source: <https://pib.gov.in/PressNoteDetails.aspx?NoteId=151934&ModuleId=3®=3&lang=1>

The International Monetary Fund (IMF) has projected India's growth rate at 6.5% for 2025, citing strong domestic demand and a growing working-age population as key drivers. In the fiscal year 2023-24, India's GDP expanded by 8.2%, surpassing the 7% growth recorded in 2022-23. This performance was bolstered by an impressive 7.8% growth in the fourth quarter, as reported by the National Statistical Office (NSO). India's economic stability is underpinned by robust monetary policies implemented by the Reserve Bank of India (RBI). Through careful management of interest rates and liquidity, the RBI effectively balances inflation control with sustainable economic growth, ensuring a resilient financial sector. This stability has also resonated in the stock market, which reached record highs, reflecting investor confidence in India's long-term growth prospects, supported by structural reforms, demographic dividends, and technological advancements.

Source: <https://pib.gov.in/PressNoteDetails.aspx?NoteId=151934&ModuleId=3®=3&lang=1>

According to the World Bank's *India Development Update*, India retained its position as the fastest-growing market with an 8.2% growth rate in FY 2023-24. This growth was primarily driven by public infrastructure investments and increased household spending on real estate. On the supply side, robust manufacturing growth of 9.9% and resilient service sector activity offset weaknesses in agriculture. Furthermore, a narrowing current account deficit, coupled with strong foreign portfolio investment inflows, pushed foreign exchange reserves to a historic high of \$670.1 billion in August 2024, providing over 11 months of import cover.

Source: <https://www.worldbank.org/en/news/press-release/2024/09/03/india-s-economy-to-remain-strong-despite-subdued-global-growth>

Some of the key growth enablers of the Indian economy in the last decade may be attributed to the following factors, to name a few:

- Financial Sector reforms;
- Ease of doing business in India for attracting FDI;
- Setting up of GIFT City;
- Recapitalisation and merger of Public Sector Banks;
- Amendment of the SARFAESI Act 2002;
- Enacting the Insolvency and Bankruptcy Code 2016;
- Introduction of the Real Estate (Regulation and Development) Act 2016;
- Tax policy and ecosystem reforms by introduction of the GST Regime;
- Reducing corporate and income tax rates;
- Exemption of sovereign wealth funds and pension funds from taxes;
- Eliminating Dividend Distribution tax;
- Privatisation and minimisation of government presence in major industries;

- Make in India programmes like Atma Nirbhar Bharat;
- Production Linked incentives;
- Decriminalising minor economic offences under the Companies Act of 2013;
- Reforms introduced for the Micro, Small, and Medium Enterprises (MSME) sector;
- Bharatmala, Sagarmala and UDAN programmes;
- Increased digitisation;
- Innovative payments systems like UPI.

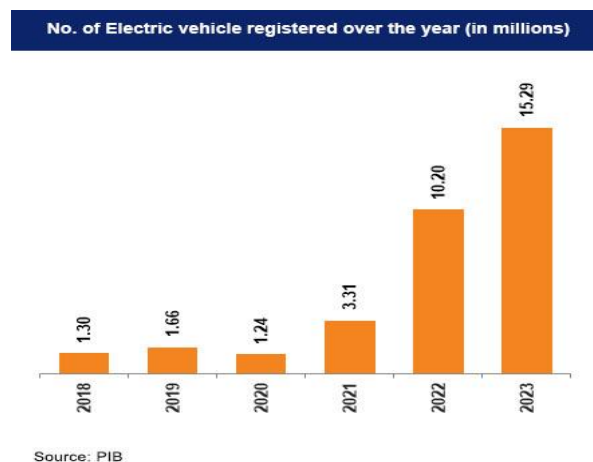
Electric Vehicle Market in India

India’s electric vehicle (EV) sector is witnessing remarkable growth, driven by government incentives, heightened environmental awareness, and rapid technological advancements. Initiatives such as the Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME) scheme aim to accelerate EV adoption, transforming India’s transportation ecosystem toward sustainability and innovation. The nation has set ambitious targets for 2030: achieving 30% EV sales in private cars, 70% in commercial vehicles, 40% in buses, and 80% in two-wheelers and three-wheelers. This translates to a goal of having 80 million EVs on Indian roads by 2030, alongside a focus on achieving 100% domestic EV production under the 'Make in India' initiative.

Globally, the EV market was valued at USD 255.54 billion in 2023 and is projected to grow at a CAGR of 23.42%, reaching USD 2,108.80 billion by 2033. In India, EV sales in 2023 increased by an impressive 49.25%, totaling 1.52 million units, with May 2024 recording a 20.88% rise to 1.39 million units. While still in its infancy, the Indian EV market is rapidly gaining momentum. According to Fortune Business Insights, the market is expected to grow from USD 3.21 billion in 2022 to USD 113.99 billion by 2029, with an extraordinary CAGR of 66.52%. The growth of India’s EV battery market is equally notable, projected to rise from USD 16.77 billion in 2023 to USD 27.70 billion by 2028. Simultaneously, the EV finance industry is anticipated to reach INR 3.7 lakh crore (USD 50 billion) by 2030, as per NITI Aayog and Rocky Mountain Institute (RMI).

On the infrastructure front, as of February 2024, India had 12,146 operational public EV charging stations, with Maharashtra leading, followed by Delhi and other states. To support the projected EV growth, the Confederation of Indian Industry (CII) estimates the need for 1.32 million charging stations by 2030, requiring over 400,000 installations annually. Companies like Hyundai Motor India are expanding ultra-fast EV charging networks in cities such as Mumbai, Pune, and Bangalore, and along key highways. Additionally, Maharashtra aims for a 10% EV share in new vehicle registrations by December 2025, while Karnataka plans to fully electrify three- and four-wheeler cargo vehicles by 2030. As EV adoption accelerates globally, it opens new opportunities for automotive suppliers. India’s focused investments in battery technology, charging infrastructure, and domestic production highlight its potential as a global EV hub.

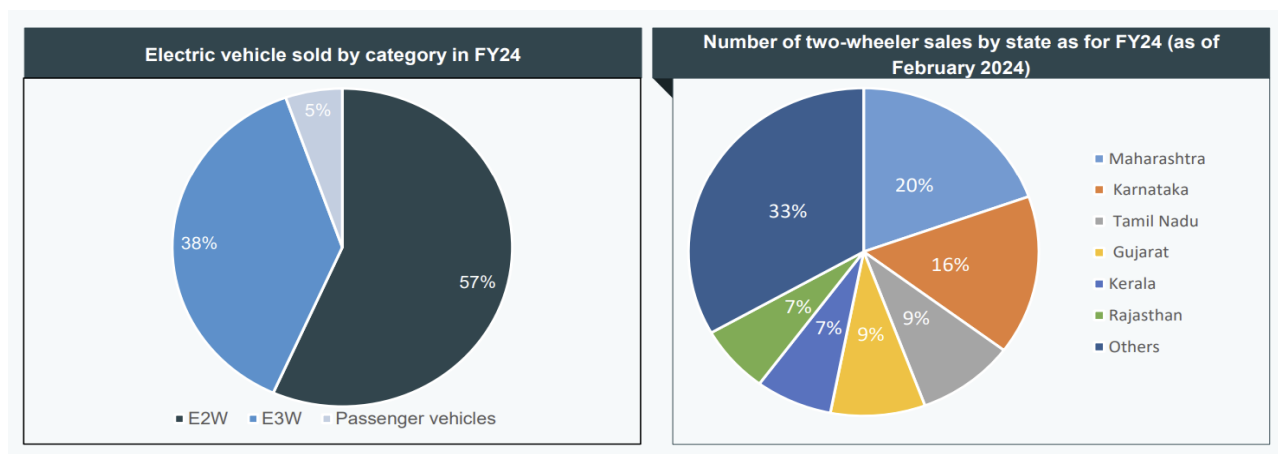
In February 2024, the Indian Army also proposed a gradual introduction of a select number of Electric Vehicles (EVs) at 'Peace Stations' nationwide. This initiative aims to embrace technological advancements, promote green energy, and diminish reliance on fossil fuels.



Source: Electric Vehicle Industry Report, August, 2024, IBEF (<https://www.ibef.org/industry/electric-vehicle>)

Sector Composition

Mumbai achieved a significant milestone in June 2024, with the number of electric cars surpassing 10,000, representing 33% of all electric cars in Maharashtra. In 2023, Electric Two-Wheelers (E2Ws) held the largest share of total electric vehicle sales by volume, accounting for 56%. This trend is expected to accelerate further, with projections estimating E2W sales to exceed one million units in 2024. This surge is driven by growing consumer demand, enhanced manufacturing capabilities, and the cost-effectiveness of E2Ws. Furthermore, original equipment manufacturers (OEMs) are actively expanding into rural areas to tap into new markets. Maharashtra leads the way in electric two-wheeler sales for FY24, bolstered by increased income levels and supportive government policies.



Source: Society of Manufacturers of Electric Vehicles (SMEV)

Electric Two-Wheeler Market in India

India is rapidly establishing itself as one of the fastest-growing markets for Electric Two-Wheelers (E2Ws). The two-wheeler segment dominates the Indian automobile industry, accounting for over 70% of all registered vehicles. E2Ws provide a convenient and efficient solution for short-distance urban travel, making them particularly suitable for India's densely populated cities. Notably, more than half of all petrol transactions in the country are linked to two-wheelers. Beyond personal use, two-wheelers are indispensable in various commercial applications, including logistics fleets for food and grocery deliveries, parcel and courier services, and passenger transport. Their compact and traffic-friendly nature has also made them a preferred choice for first- and last-mile connectivity in shared mobility and bike taxi services.

A notable indicator of this sector's growth is the steady rise in E2W registrations. Between December 2021 and March 2023, registered E2W sales exhibited significant growth, reflecting their growing adoption in the Indian economy. In March 2023 alone, a record 86,067 E2Ws were registered, as reported by the Society of Manufacturers of Electric Vehicles (SMEV). This trajectory underscores the increasing integration of E2Ws into India's transportation landscape.

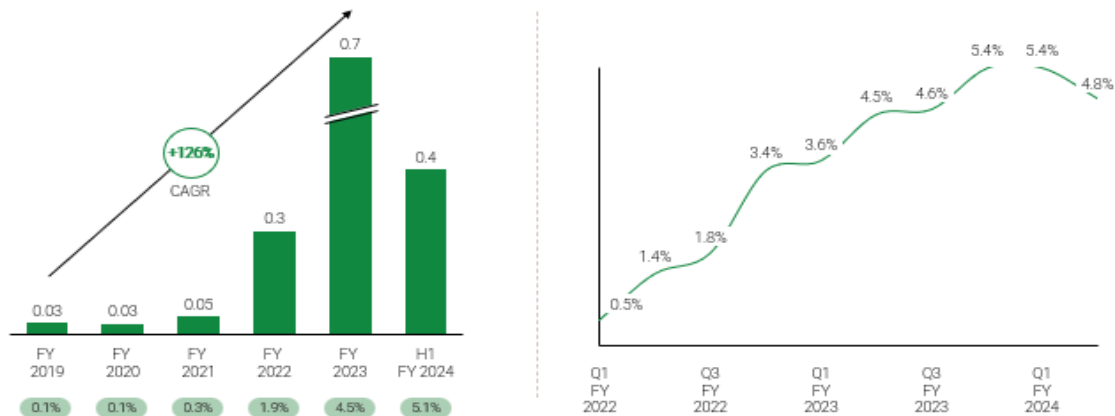


Source: Society of Manufacturers of Electric Vehicles (SMEV)

E2Ws have witnessed rapid growth in India.

The adoption of Electric Two-Wheelers (E2Ws) in India has experienced remarkable growth. Between FY 2021 and FY 2022, E2W penetration increased over sixfold, followed by a twofold rise from FY 2022 to FY 2023, reaching approximately 4.5% of total two-wheeler registrations as recorded on the Vahan Dashboard (MoRTH) in FY 2023. This penetration further rose to ~5.1% in the first half of FY 2024. However, E2W registrations saw a slight decline in Q2 FY 2024 compared to the previous quarter due to the reduction in FAME subsidies effective from June 2023.

India's E2W journey began in 2007 with the launch of the first electric two-wheeler. Since 2010, the government has actively promoted EV adoption by initiating regulatory discussions, planning frameworks, and establishing the National Council for E-Mobility. These efforts aim to foster the development of reliable, affordable, and efficient electric vehicles that align with consumer performance and pricing expectations. This sustained focus underscores India's commitment to accelerating the transition to electric mobility.



Source(s): Vahan Dashboard Data, Ministry of Road Transportation and Highways

Note: 1. Registration data from Vahan Dashboard does not include Low-speed scooters and E-bicycles sold.

Disruptors have led the global EV markets and are also ahead in India's E2W market.

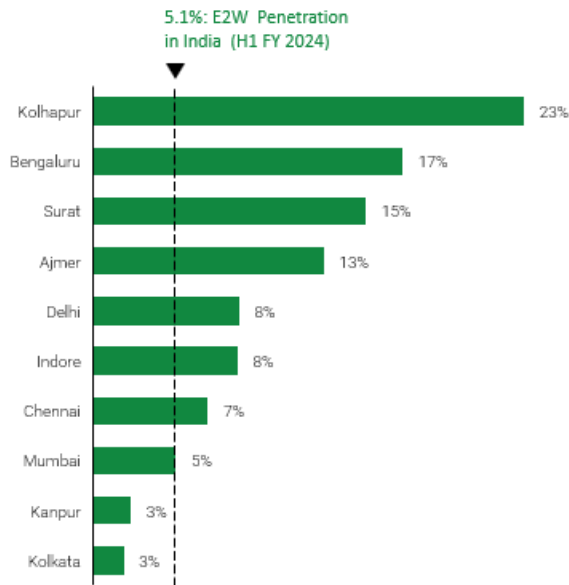
In major global electric vehicle (EV) markets, disruptors—companies that are "born electric"—have outpaced incumbents through a focus on innovation ingrained within their organizational culture. These disruptors excel not only at product innovation but also at reimagining processes. Unlike traditional manufacturers who adapt internal combustion engine (ICE) vehicle supply chains for EVs, disruptors design EV-specific pathways from production to market.

Their vehicles represent next-generation automobiles, transitioning from basic transportation tools to digitally connected smart devices with advanced functionalities. As category creators, disruptors establish strong brand identities that resonate with consumers and become synonymous with the EV market. Their innovation-driven culture and tech-first business models attract dynamic, young talent and foster in-house research and technological advancements.

In contrast, incumbents face significant challenges in the EV space. Their reliance on ICE, divided focus on R&D, limited expertise in electric powertrains, assembly-based industry models, and longer product development cycles place them at a disadvantage in an innovation-driven market. These factors slow their ability to adapt and compete effectively. In the Indian Electric Two-Wheeler (E2W) market, disruptor OEMs have also emerged and successfully captured larger market shares, leveraging the same principles of innovation and specialization seen globally.

E2Ws have also reached the smaller cities in India.

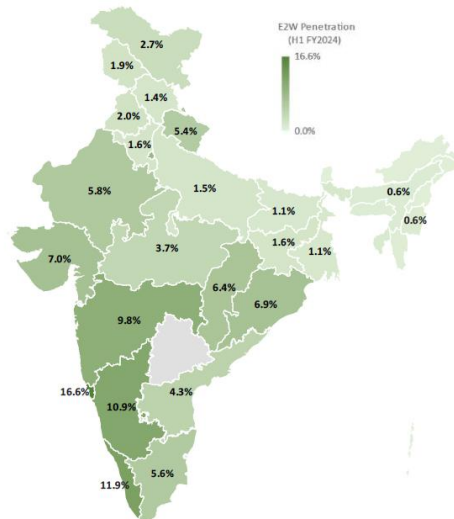
Electric Two-Wheelers (E2Ws) have achieved significant adoption across India, extending beyond major cities to non-metro areas like Kolhapur and Surat, with penetration rates of around 23% and 15%, respectively. This growth is driven by localized mobility needs in smaller markets, wider distribution networks established by E2W OEMs, government initiatives promoting universal household electrification and power infrastructure upgrades, and focused financing support for low- and middle-income consumers. These factors have collectively made E2Ws a practical and accessible solution, fostering their widespread acceptance as a sustainable transportation option nationwide.



Electric Two-Wheeler penetration of selected cities of India (H1 FY 2024) (as % of Total 2W Registrations)

Source(s): Vahan Dashboard Data (MoRTH)

Certain states have also seen stronger E2W adoption than others, such as Goa (>16%), Delhi, Karnataka, and Kerala (>10%) and Maharashtra (>9%).

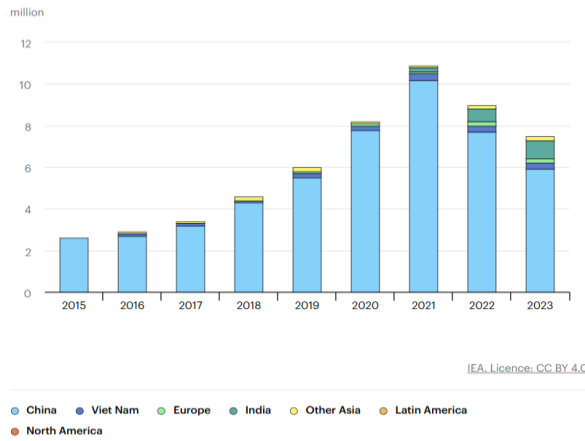


E2W Penetration – State Level – H1 FY 2024 (% of 2W registrations)

Source(s): Vahan Data (Ministry of Road Transportation and Highways)

E2W penetration in India

The graph below illustrates the growth trajectory of electric two-wheeler (E2W) registrations and sales by region between 2015 and 2023, highlighting China as the dominant market, followed by gradual growth in regions such as Vietnam, Europe, and India. India’s E2W adoption has been steadily rising, in line with global trends observed in mature EV markets, where penetration levels of 3-5% in the leading vehicle segment (e.g., E4Ws in other regions) have historically triggered a surge in EV adoption. This surge is typically driven by factors like increased product awareness, improved user comfort, and strengthened market supply. With E2W penetration in India crossing 5% and a strong foundation set by advancements in technology, manufacturing, and policy incentives, the country is poised for rapid growth in E2W adoption over the next five years, mirroring the explosive growth seen in other mature EV markets.

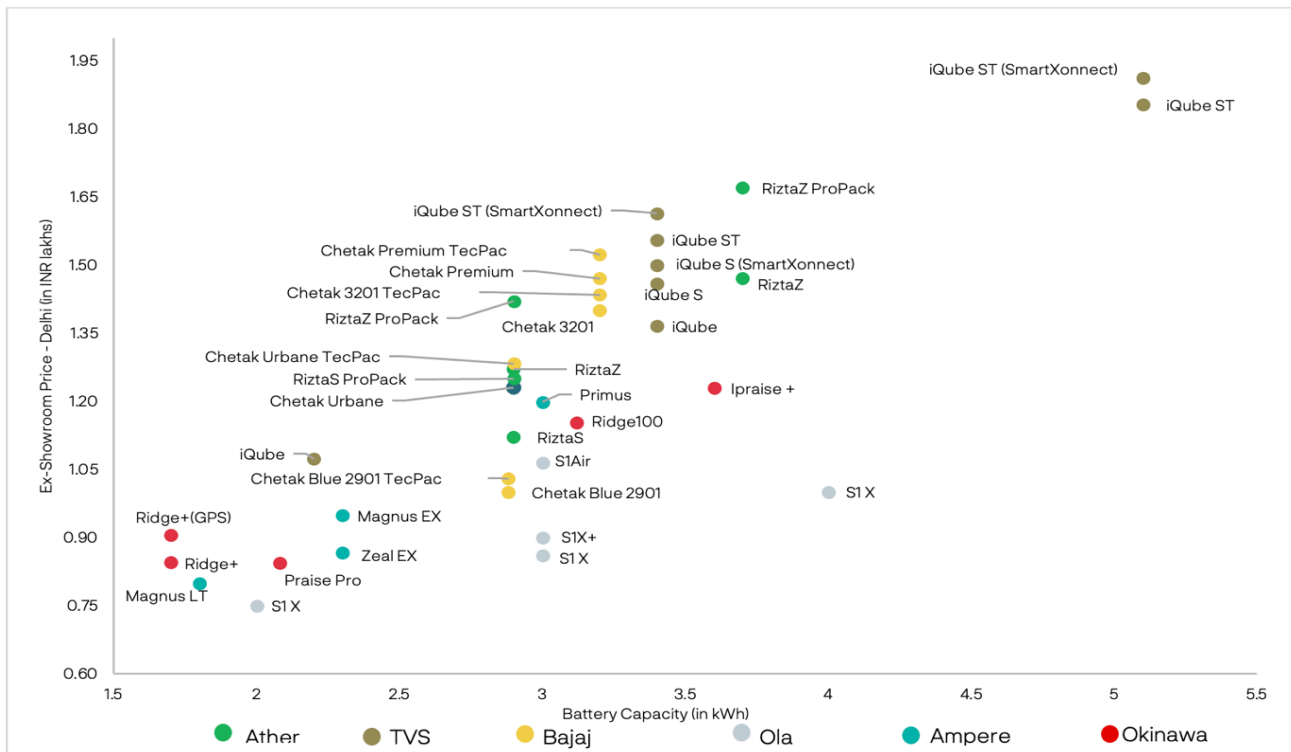


Source: Global EV Outlook, IEA (<https://www.iea.org/data-and-statistics/charts/electric-two-wheeler-new-registrations-and-sales-by-region-2015-2023>)

Market opportunities of E2Ws

Convenience Scooters Category Offerings (2024) – EV

Convenience ICE scooters dominate the 2W ICE scooter market, accounting for almost 80% of its volume, positioning this segment as an appealing target for electric 2W (E2W) players. The availability of E2Ws in the convenience category now spans various battery capacities, offering consumers a wide range of choices. A general trend indicates that higher battery capacities correspond to increased E2W prices, which are further influenced by technological features such as add-on packs and national subsidies like the EMPS subsidy. These factors collectively shape the competitive landscape of the E2W market, emphasizing both affordability and technological advancements.



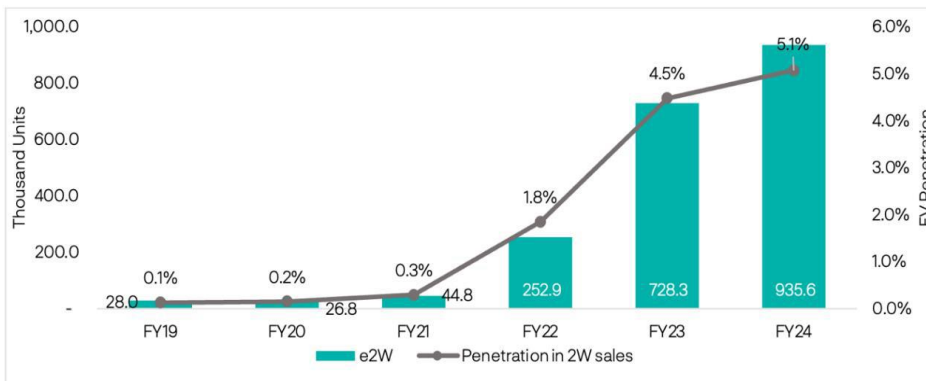
Note:

- Delhi Ex-showroom prices have been considered.
- Ola & Hero do not offer option of buying the vehicle without the software pack. The ex-showroom prices are inclusive of the cost of software package.
- EMPS subsidy and any direct cash discounts offered by OEMs as of 28th August 2024 have been considered in the prices
- Convenience categorization is done based on the company positioning of the vehicle

Source: Industry, Company Websites

Performance Scooters Category Offerings (2024) – EV

Performance ICE scooters represent around 20% of the 2W ICE scooter market by volume. While only a few OEMs are currently offering E2Ws in the performance category, these electric models come with a variety of battery capacity options and can reach prices of up to INR 2 lakhs. Over the past six years, the growth of high-speed E2Ws has significantly accelerated E2W sales, increasing from 28k units in fiscal 2019 to 936k units in fiscal 2024. This strong growth in electrification is driven by increased consumer awareness, sustained government support, a lower total cost of ownership compared to ICE scooters, a shrinking acquisition cost gap, reduced maintenance costs, and advanced features. The entry of new non-traditional OEMs such as Ola, Ather, Okinawa, and Ampere has further fuelled the expansion of the E2W segment in India.



Note: Only high-speed electric two-wheelers have been considered for the analysis

Source: SIAM, SMEV, VAHAN

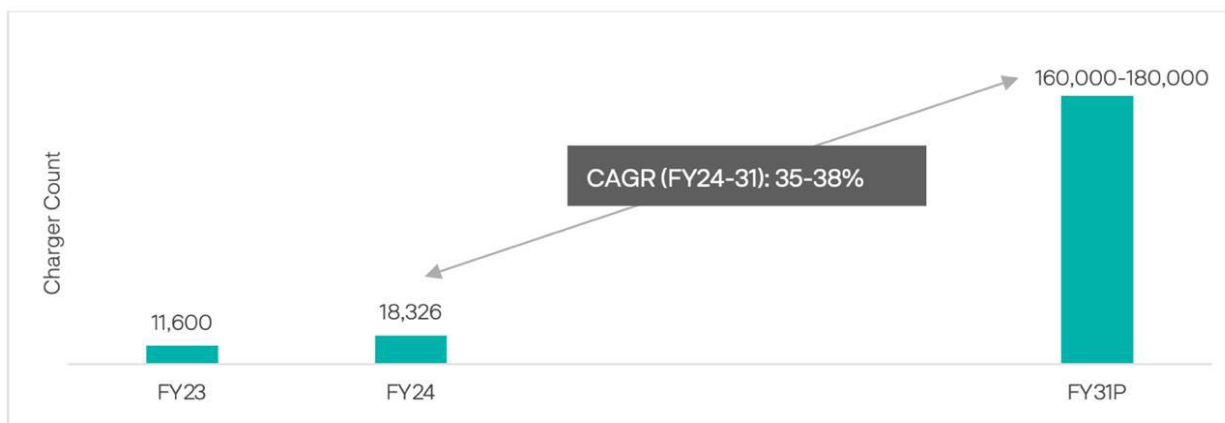
Charging Infrastructure for 2Ws

Charging Infrastructure

Charging infrastructure is crucial for the widespread adoption of electric vehicles (EVs). EV charging stations feature single or multiple charge points that supply the necessary electrical power to charge vehicles. The Electric Vehicle Supply Equipment (EVSE) serves as the core component of a charging station, connecting to the electricity grid and utilizing a control system and connectors to charge EVs. EVSE manufacturers provide charging equipment to OEMs for retail consumers and charge point operators (CPOs) who establish public charging stations. These manufacturers are also collaborating with EV fleet operators to create tailored charging solutions for their fleets. For electric two-wheelers (E2Ws), the number of public chargers reached 18,326 in fiscal 2024 and is projected to grow at a compound annual growth rate (CAGR) of 35-38% from fiscal 2024 to fiscal 2031. The common connector types for E2Ws, as per BEE India, include Bharat AC-001, Bharat AC-001, Light EV AC Charge point, Light EV DC Charge point, and Light EV Combined Charging Standard (LECCS).

Two-wheeler public Charging infrastructure outlook

The chargers depicted in the chart below represent public charging stations as per BEE standards. However, it's important to note that for every electric two-wheeler (E2W) sold, a home charger is provided which can be plugged into a standard 6A / 5A socket.



Source: BEE India (<https://beeindia.gov.in/en>)

Note: * FY24 data is for Apr-Jan month. P=Projected

Cost opportunities for E2Ws over ICE 2-wheelers

Comparison Of Electric Two-Wheeler and Internal Combustion Engine (ICE) Two-Wheeler

Higher initial E2W costs may be attributed to the cost of the battery and other components, but the lower maintenance and fuel costs can outweigh the higher initial cost over time. Furthermore, E2W spare components are less expensive than those for regular ICE automobiles.

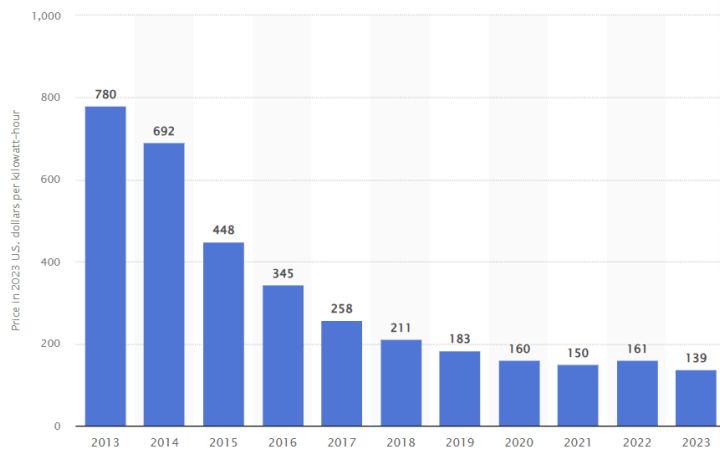
(In Rupees)

S.No.	Parameters v/s Type of Two-Wheeler	Electric Two-Wheeler	ICE Two-Wheeler
1.	Make & Model	Revolt RV 400 (Battery Capacity: 3.24 kWh Lithium Ion)	Hero Moto Corp Xtreme S
2.	Top Speed	85 km/h	115 km/h
3.	Average purchase price of the vehicle	1,24,000	1,25,000
4.	Life of the vehicle (as stated by OEMs)	2 Lakh KM / 12-15 years	3 Lakh / 15 Years
5.	Fuel Efficiency (KM / Litre) / (KM / Full Charging)	150	40
6.	Cost of (Rs. / Litre Petrol) / (Rs. / Electricity cost on full charging)	42	104
7.	Cost of (Rs. / Litre Petrol) / (Rs. / Electricity cost on Full charging) / Fuel Efficiency (KM / Litre)	0.28	2.6
8.	Average Run Per day (KM)	40	40
9.	Total Run Per year (KM)	11,520	11,520
10.	Total Cost of Fuel / Electricity per year	3,226	29,952
11.	Average Service frequency in a year	2 times	3 times
12.	Maintenance + Repair cost (Annually)	1,800	5,500
13.	Yearly Cost (Cost of fuel/electricity+ Maintenance / Repair Cost)	5,026	35,452
14.	Battery replacement Norms (As stated by both OEMs and dealers)	6 years (If within 1 lakh km & under 6 years battery was facing issue than free replacement)	N.A.
15.	Average Battery replacement cost	50,000	N.A.
16.	RTO Cost	N.A.	2,000
17.	Tire cost (Average replacement after 15K – 20K Kms+ or 4 to 5 years) - 3 times change the tire in 8 years	3,300	4,500
18.	Pollution under Control (PUC) Charge (Rs. 60 / Year)	N.A.	480
19.	Total 8 Years cost (Battery cost + Maintenance + Electricity/Fuel cost + Vehicle + Vehicle cost + Tire + RTO + PUC)	2,17,508	4,15,596
20.	Total 8 Years cost of operation (per km)	2.36	4.5

Source: Alliance for an Energy Efficient Economy (AEEE)

Reduction in initial vehicle price (led by the drop in Battery Price)

Battery packs, primarily composed of cells and Battery Management Systems (BMS), account for 35-40% of an electric two-wheeler's (E2W) Bill of Materials (BOM) cost. Over the past decade, global E2W battery pack prices have decreased significantly by approximately 88%, from \$1183 per kWh in CY2010 to an estimated \$139 per kWh in CY2023. This reduction can be attributed to several factors, including a decline in the prices of raw materials for battery cells, innovations in cell chemistry (such as the increased use of more affordable and abundant materials like iron phosphate in Lithium Iron Phosphate (LFP) batteries), a rise in the number of cell manufacturers, and improvements in energy density that have made batteries smaller, lighter, and cheaper. Looking ahead, global battery pack prices are expected to drop further by around 43% in the next 7-8 years.



Source: *Global EV Outlook 2024*, IEA (<https://www.iea.org/reports/global-ev-outlook-2024/trends-in-electric-vehicle-batteries>)

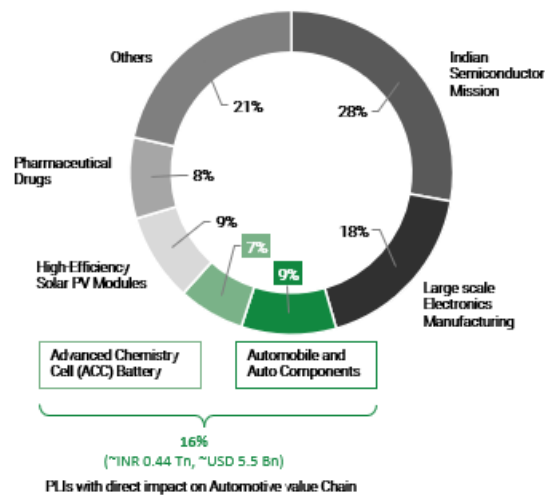
Government Initiatives

The Government of India has reaffirmed its commitment to achieving 30% electric mobility by 2030, unveiling a range of initiatives aimed at accelerating electric vehicle (EV) adoption. Key measures include customs duty exemptions on capital goods and machinery required for manufacturing lithium-ion batteries, a vital component of EVs. The second phase of the Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME II) scheme, launched on April 1, 2019, with a budget of USD 1.43 billion (INR 10,000 crore), focuses on electrifying public and shared transportation, while mandating that 30% of procured products come from small and medium enterprises (SMEs). As part of FAME II, subsidies totalling INR 5,790 crore (USD 693 million) have supported the sale of 1,341,459 EVs, including 7,090 e-buses, 500,000 e-3 Wheelers, 55,000 e-4 Wheeler Passenger Cars, and 1,000,000 e-2 Wheelers. Additionally, the scheme has contributed to the development of EV charging infrastructure. By December 2023, subsidies worth USD 637 million (INR 5,294 crore) had been disbursed to manufacturers for selling 1,179,669 EVs under FAME II.

Looking forward, the government has unveiled a bold plan to replace 800,000 diesel buses—over a third of all vehicles on the roads—with electric alternatives within seven years. This initiative aims to significantly reduce emissions while boosting investment in EV infrastructure. This program may ultimately replace FAME III, shifting the focus towards sustainable transportation. Additionally, the Electric Mobility Promotion Scheme, which runs from April 1 to July 31, 2024, with a budget of USD 60.18 million (INR 500 crore), will offer incentives for advanced battery-equipped e-2Ws and e-3Ws, targeting 372,215 vehicles, including 333,387 e-2Ws and 38,828 e-3Ws (13,590 rickshaws and e-carts, and 25,238 L5 category e-3Ws). These comprehensive efforts reinforce India’s commitment to green mobility, furthering the adoption of EVs and solidifying the country’s leadership in global sustainable transportation.

References: *International Organization of Motor Vehicle Manufacturers, Media Reports, Automotive Component Manufacturers Association of India (ACMA), Society of Indian Automobile Manufacturers (SIAM), Union Budget 2023-24, EY Parthenon Electrifying Indian Mobility.*

Production-linked Incentive (PLI) Schemes – In 2020, the Indian government launched the Production Linked Incentive (PLI) scheme to boost domestic manufacturing, reduce import bills, promote exports, and generate employment. The scheme offers incentives tied to incremental sales of new-age technology products made domestically. It encourages both foreign and local investors to establish new manufacturing capacities and expand existing ones. With a total budget of ₹ 2.73 trillion (US\$ 34.1 billion), the scheme spans 14 sectors, aiming to create national manufacturing champions and generate an additional production value of ₹ 30 trillion (US\$ 375 billion) over the next five years. The automotive industry is a key beneficiary of several PLI schemes, which are designed to support its growth and innovation in the country



Source: Press Releases, Department for Promotion of Industry, and Internal Trade (DPIIT)

Automobiles and auto components sector

The primary objectives of the Production Linked Incentive (PLI) scheme are to overcome cost disabilities, create economies of scale, generate employment, and build a robust supply chain for Advanced Automotive Technology (AAT) and higher value-added products. The scheme proposes sales-linked financial incentives of up to 18% to boost domestic manufacturing of AAT products, with a requirement of at least 50% domestic value addition. The financial incentives are expected to begin in FY 2024 (despite being officially slated to start from FY 2023) and will continue for five consecutive financial years, aiming to drive investment and growth in the sector.

Advanced Chemistry Cell (ACC) Battery

The scheme for setting up Advanced Chemistry Cell (ACC) Battery Storage manufacturing facilities in India aims to establish a total manufacturing capacity of 50 Giga Watthour (GWh) over five years. Under this initiative, the production-linked subsidy is based on the per KWh cost and the percentage of value addition achieved on actual sales. Manufacturers who set up production units with a minimum capacity of 5 GWh, up to a maximum of 20 GWh per company, are eligible for the subsidy. This scheme is designed to strengthen the domestic supply chain for electric vehicle manufacturing, fostering the growth of the EV sector in India.

Faster Adoption and Manufacturing of Electric Vehicles in India Phase II (FAME India Phase II)

Launched in March 2015, the FAME India initiative aimed to promote the adoption of electric and hybrid vehicles. Phase II, which began on April 1, 2019, and was extended until March 31, 2024, focused on accelerating the adoption of electric mobility and developing a strong manufacturing ecosystem in India. This phase emphasized boosting domestic manufacturing of electric vehicles (EVs), sub-assemblies, and related components to increase local value addition and generate employment opportunities.

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled “Forward Looking Statements” on page 13 for a discussion of the risks and uncertainties related to those statements and the section entitled “Risk Factors” on page 20 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements included in this Draft Prospectus on page 151. Unless stated otherwise, industry and market data used in this Draft Prospectus has been obtained or derived from publicly available information as well as other industry publications and sources. For details, please refer to the section titled “Industry Overview” on page 84.

Overview

Our Company was incorporated as Raft Motors Private Limited at Mumbai, Maharashtra, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated October 16, 2019, issued by the Registrar of Companies, Central Registration Centre. Our Company was converted from a private limited company to a public limited company pursuant to board resolution dated November 21, 2024 and special resolution passed by the Shareholders at the EGM dated November 28, 2024. Consequently, the name of our Company was changed from ‘Raft Motors Private Limited’ to ‘Raft Motors Limited’ and a fresh certificate of incorporation consequent upon conversion to public company dated December 16, 2024 was issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. For further details see, “History and Certain Corporate Matters” on page 128.

Raft Motors is driven by a passion for innovation and a commitment to excellence. Raft Motors is a part of Cosmic Birla Group based out of Kolkata. Raft Motors, operating in electric vehicle (EV) manufacturing sector, stands at the committed towards sustainable and eco-friendly mobility solutions. Established in 2019, the company has rapidly evolved as a significant player in the EV market, specializing in the design, development, manufacturing and distribution of high-quality electric two-wheelers. Our models are designed to cater to both low-speed and high-speed categories, providing the best options for eco-conscious riders. Our Company manufactures a comprehensive range of electric two-wheelers. The manufacturing process is carried out at Viyoev Ventures LLP, Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, India, on contract manufacturing basis.

We manufacture comprehensive range of electric two-wheelers. Committed to addressing the urgent need for electric mobility solutions in India, Raft Motors focuses on delivering user friendly, technologically advanced and affordable electric two-wheelers. Our mission extends beyond product excellence, aiming to contribute to a cleaner and more sustainable future for the nation and also develop further electric based mobility solutions. We are presently operating in Maharashtra, West Bengal, Odisha, Gujarat and Madhya Pradesh.

Our Company’s manufacturing and assembling setup is strategically located at Viyoev Ventures LLP, Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, India. This facility is owned by Viyoev Ventures LLP, with whom we have entered into an Exclusive Agreement dated January 3, 2024 pursuant to which they manufacture and supply under certification issued by International Centre for Automotive Technology (iCAT) to manufacture our models of electric two-wheelers from their manufacturing and assembling setup. Under the said Exclusive Agreement, we supply components and fitments for our electric two wheelers manufacturing. The entire manufacturing and assembling process is carried out under our strict supervision and control. Each production stage is monitored and checked for quality control as per pre-defined quality control standards. We have defined Standard Operating Procedure (SOP) and list of tools and equipment that needs to be installed in the manufacturing facility to ensure our products are as per our quality standard.

Further, we have already setup a new manufacturing facility equipped with latest technology and equipment in the state of West Bengal at Dakshin Jharpardaha, ONGC Road, Domjur, Dakshin, Jharpardaha, Howrah, West Bengal – 711405. The manufacturing facility setup with all required equipment and tools is ready and commissioned. The commercial production is yet to commence at the new facility at Domjur, Howrah, and approval for the licences are yet to be obtained.

The manufacturing and assembling facility at Bhiwandi, Maharashtra is having production capacity of 10,000 units of two-wheelers per annum in a single shift, and the new facility at Domjur, Howrah, is having 14,000 units of two-wheelers per annum in a single shift. Our new facility at Domjur, Howrah, is equipped with Modern Equipment, ensures Quality Control, follows Sustainable Practices and is an Innovation Hub for us. Our manufacturing units consists of two separate lines for design, manufacturing and assembling of electric two-wheelers and R&D facility.



Images of our Promoters and Chairman receiving awards at various events

We use the latest equipment installed to design, manufacture and assemble our electric two-wheelers from raw materials handling, preparation of sub-assembling, component fitment, testing, inspection and quality control. Similarly, we use the latest machineries installed to design, manufacture and assemble our electric two-wheelers from raw materials handling, testing, sub-assembling, final product assembling and quality control.

We have built a strong post sale service network to address the service issue of our electric two-wheelers in the region we

operate. Our post service network comprises of Service through dealerships, Service at Deployment centre of channel partners, service at experience centre for annual maintenance and road side assistance.

To ensure that we supply quality products which meet the applicable standards, we have set up a Research and Development division (“**R&D division**”), which consists of our new product development, quality assurance and quality control teams who check and conduct various tests in our in-house on the new product design, proto types, raw materials and finish products at various stages starting from receiving of raw materials.

Our company holds certification issued by International Centre for Automotive Technology (iCAT) to manufacture the following models of electric two-wheelers with high speed and low speed variants:

- Warrior
- Soldier
- Jispa
- Nubra
- Indus
- Jispa Nx
- Teesta
- Indrajeet
- Magnetic
- Zanskar

With continuous efforts and expertise of our quality assurance and quality check team, we have also received certificate for the environment management system, ISO 14001:2015 by Aambitious Assessment Private Limited, which is globally standardized and independent mark of quality for “Manufacturing of Electric Vehicles”.

Raft Motors operates with a streamlined organizational hierarchy, featuring key departments that drive various facets of its operations. The Sales and Marketing Department takes centre stage, steering the creation and implementation of effective distribution strategies and managing diverse sales channels. Simultaneously, the Accounts Department ensures financial stability through oversight of financial management, budgeting, auditing, and taxation.

Towards, the business development, the business development team within the sales teams plays a crucial role in expanding the channel partners, dealership development programme and exclusive showroom with experience centre programme. Human Resources (HR) takes charge of recruitment, training, and organizational culture development, sustaining a talented and motivated workforce. Our Company is having a R&D division which lead our future innovation and continuously enhancing existing EV products with technology. Lastly, the Service and Warranty Department completes the cycle, delivering a positive post-purchase experience through comprehensive after-sales service and support, including maintenance, repairs, and warranty claims. This well-coordinated structure positions Raft Motor for success in the dynamic electric vehicle landscape.

Raft Motor’s comprehensive business model and commitment to excellence position it as an emerging player in India’s electric vehicle landscape, poised for sustained growth and success.

Our company has a diversified marketing network that serves as a robust channel for the promotion and sale of our products i.e. electric two wheelers. The details of our customer base and marketing strategy are elucidated below:

- *Brand Ambassador:* Former Indian Cricket Team Captain and BCCI’s Ex-President Sourav Ganguly is the brand ambassador for Raft Motor. Sourav Ganguly is a hero for every Indian cricket fan and has mass reach and appeal. He enables our Company to reach to the masses and build trust for our brand.





Images of our advertisement

- B2B models:** Under this strategy, our marketing team gets our products tested and approved with various corporate which are in the last mile delivery businesses like, Zomato, Swiggy, Amazon, Blue Dart and Flipkart to name a few. The models approved are fitted with tracking and other IOT devices to ensure the tracking and reports of the vehicles deployed. This feature helps the channel partner to have a streamlined operation. Our Company also provides immediate after sale services to these deployed vehicles as a commitment plan from raft motors. Subsequently, we have entered into long term arrangement with channel partners to supply our approved models to the last mile delivery business houses. This give us a stable sale.
- Exclusive Showroom with Experience Centre:** We have setup an exclusive showroom with experience centres in Kolkata, West Bengal and Satna, Madhya Pradesh. The exclusive showroom with experience centres showcase our

electric two-wheelers, where end users can experience our E-bike before buying. Further, we are in the process of opening of a new exclusive showroom with experience centres in Mumbai.



- **B2C models:** With the introduction of Sourav Ganguly as our brand ambassador and our TV commercials, outdoor advertisements and social media marketing, our marketing team is preparing the ground for entering into traditional dealer network business. So far, we have been able to make 9 new dealers in West Bengal, Madhya Pradesh and other states and, going forward, we intend to reach 100 plus dealers Pan India.



Aditya Vikram Birla, our Promoters and Chaiman, Kushal Choudhury (Wholtime Director and Chief Product Officer), Dr. Coomar Sudarshan (Chief Technical Officer) and Mrigen Banerjee (Chief Experience Officer) have been leading our Company's strategy and operations. Under their guidance, our Company has been able to achieve a dynamic product portfolio and creating a brand in the electric two-wheeler industry in the region we operate. They are responsible for expanding business horizons, corporate strategy, leadership and management, financial performance across verticals, stakeholder relations, innovation and growth, identifying new opportunities and risk management. Our Company employs teams with required expertise in each of our divisions, each of which possess the requisite experience. Led by visionary leaders who are passionate about innovation and driven by a shared commitment to excellence, our team is united in our mission to deliver world-class two-wheeler e-mobility solution that make a positive impact on the world.

FINANCIAL HIGHLIGHTS

Our Revenue Model

Our Company has strategically designed a robust revenue model, to sustain its financial health and foster growth in the competitive electric vehicle market. Our Company have entered into long term supply agreement with channel partners to supply electric two-wheelers to the last mile delivery businesses and Pan India aggregator. This give us a stable sale.

The present changing scenario of quick commerce services and dark stores delivery businesses and the evolvement of carbon neutral practise to be implemented by the year 2030, the last mile delivery business gives an immense opportunity to scale up our revenues by supplying to the large corporates and last mile delivery aggregators.

Further, our revenue also emanates from sales of various models through its dealer network and exclusive showroom with experience centres encompassing the sale of electric two wheelers directly to customers. We have been able to make 9new dealers in West Bengal, Madhya Pradesh and other states and, going forward, we intend to reach 100 plus dealers Pan India.

In summary, Raft Motor's revenue model is structured to capitalize on multiple fronts – B2B sale, direct sales for immediate customer, dealer network for market reach, and post-sale service along with spare parts sale for continuous revenue. This holistic approach positions our Company as a dynamic player in the electric vehicle sector, fostering resilience and growth in an evolving market landscape.

Financial snapshot

The table below sets forth certain key operational and financial metrics for the periods indicated:

Particulars	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	4304.29	191.50	785.20	1174.69
Total Income	4313.02	207.73	785.20	1174.69
EBITDA	924.73	118.02	59.58	68.95
EBITDA Margin	21.48%	61.63%	7.59%	5.87%
Profit After Tax for the Year ("PAT")	667.05	71.35	34.68	48.66
PAT Margin	15.50%	37.26%	4.42%	4.14%
ROE	35.23%	30.34%	24.61%	78.17%
ROCE	18.52%	28.44%	22.93%	34.93%
Net Debt/ EBITDA	0.31	0.71	1.37	0.89

Notes:

(1) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses

(2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

(3) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the period ended November 30, 2024 and the preceding three Fiscals ended 2024, 2023 and 2022:

State	November 30, 2024		2024		2023		2022	
	Value	%	Value	%	Value	%	Value	%
Gujarat	18.59	0.43%	-	0.00%	26.67	3.40%	48.43	4.12%
Telangana	-	0.00%	-	0.00%	72.50	9.23%	104.17	8.87%
Punjab	-	0.00%	-	0.00%	102.50	13.05%	203.33	17.31%
Maharashtra	911.62	21.18%	73.37	38.31%	343.33	43.73%	540.83	46.04%
Odisha	16.78	0.39%	1.78	0.93%	87.67	11.16%	84.29	7.18%
Rajasthan	-	0.00%	-	0.00%	60.71	7.73%	64.50	5.49%
West Bengal	3,236.54	75.19%	88.98	46.46%	25.83	3.29%	44.29	3.77%
Others	120.76	2.81%	27.37	14.30%	65.99	8.40%	84.86	7.22%
Total	4,304.29	100.00%	191.50	100.00%	785.20	100.00%	1,174.69	100.00%




OUR PRODUCT PORTFOLIO


Our company has both B2B and B2C Business model. In the electric two-wheeler segment, there are two category of products, (i) Low Speed Electric 2-wheeler having speed caped at not more than 25KMPH and (ii) High Speed Electric 2-wheeler having speed at more than 25KMPH. Presently, both the category and have different models in each segment. Our electric two-wheelers

models are:

Name of product	Usages	Description
Warrior	Electric 2-wheeler	Low Speed Vehicle
Soldier	Electric 2-wheeler	Low Speed Vehicle
Jispa	Electric 2-wheeler	Low Speed Vehicle
Nubra	Electric 2-wheeler	Low Speed Vehicle
Indus	Electric 2-wheeler	Low Speed Vehicle
Jispa Nx	Electric 2-wheeler	Low Speed Vehicle
Teesta	Electric 2-wheeler	Low Speed Vehicle
Indrajeet	Electric 2-wheeler	Low Speed Vehicle
Magnetic	Electric 2-wheeler	Low Speed Vehicle
Zanskar	Electric 2-wheeler	High Speed Vehicle

Product Image	Model / Discription
	<p>Warrior</p> <ul style="list-style-type: none"> - Designed for the bold and adventurous. - Range: 100 km on a single charge. - Features: Robust design, ideal for city commutes and short trips.
	<p>Zanskar</p> <ul style="list-style-type: none"> - Built for the explorers and families. - Range: 100 km with swappable batteries. - Features: High-speed capabilities (45-55 km/h) and a sleek, versatile design.
	<p>Indrajeet</p> <ul style="list-style-type: none"> - Built for the biker and roadster. <p>Range:100km.</p> <ul style="list-style-type: none"> - Features: High-speed capabilities (45-55 km/h) and a sleek, versatile design.
	<p>Jispa</p> <ul style="list-style-type: none"> - Built to kill range anxiety. - Range 125 Km/Ph - Top Speed 25 kmph

Product Image	Model / Discription
	<p>Jispa Nx</p> <ul style="list-style-type: none"> - For the city commuter and cost conscious - Range 50 kmph - Top Speed 25 kmph
	<p>Nubra</p> <ul style="list-style-type: none"> - For the rider who prefers substance and style. - Range 100km - Top Speed 25kmph
	<p>Soldier</p> <ul style="list-style-type: none"> - Brother to our flagship Warrior - Footboard battery - Range 100 km - Top Speed 25kmph
	<p>Teesta</p> <ul style="list-style-type: none"> - The future is here with the Teesta - Range 50 kmph - Top Speed 25kmph

Product Image	Model / Discription
	<p>Indus</p> <ul style="list-style-type: none"> - Defined as the Range King - Range 200km - Top Speed 25kmph
	<p>Magnetic</p> <ul style="list-style-type: none"> - The timeless classic - Range 100 km - Top Speed 25kmph

Further, we also have the following upcoming models for launch:

	<p>Magnetic Pro</p> <ul style="list-style-type: none"> - A perfect fusion of retro style and modern efficiency. - Expected Range: 200 km. - Features: Dual swappable batteries, lightweight design, and superior performance.
	<p>Warrior Pro</p> <ul style="list-style-type: none"> - Designed for the bold and adventurous. - Range: 100 km on a single charge. - Features: Robust design, ideal for city commutes and short trips. - Top Speed: 50 KMPH

The product wise sale during the stub period and preceding three Fiscals ended 2024, 2023 and 2022 are as under:

Product name	November 30, 2024	2024	2023	2022
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	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Warrior	1863.78	87.72%	131.87	69.19%	533.87	74.89%	550.83	54.82%
Soldier	-	-	-	-	64.99	9.12%	113.63	11.31%
Jispa	-	-	-	-	12.83	1.80%	87.49	8.71%
Nubra	-	-	-	-	14.42	2.02%	74.86	7.45%
Indus	75.77	3.57%	32.46	17.03%	20.04	2.23%	34.26	3.41%
Jispa Nx	-	-	-	-	50.83	7.13%	84.11	8.37%
Teesta	-	-	-	-	14.16	1.99%	57.76	5.75%
Indrajeet	-	-	0.87	0.46%	-	-	1.77	0.18%
Magnetic	76.56	3.60%	16.45	8.63%	5.83	0.82%	-	-
Zanskar	108.52	5.11%	8.95	4.70%	-	-	-	-
Total	2,124.63	100.00%	190.60	100.00%	712.86	100.00%	1,004.71	100.00%

Description of our Products and its usages:

1. Low Speed Electric 2-wheeler

Designated as the most eco friendly unit with a top speed of 25kmph, the low speed option is the most desired option for last mile delivery partners as it enables them to ride in the hustle and bustle of the city with a range as per his desired scope of work. The low speed variants do not require RTO registration or insurance, however, all Raft Cosmic EV vehicles are mandated with insurance policies.

2. High Speed Electric 2-wheeler

The high speed variant is for the city commuter who needs to navigate through the hustle and bustle of the city in a hurry. Top speeds ranging from 45-65kmph the HSP variants require registration and insurance as protocol.

POST SALE SERVICE SUPPORT SYSTEM

We have built a strong post sale service network to address the service issue of our electric two-wheelers in the region we operate. Our post service network comprises of Service through dealerships, Service at Deployment centre of channel partners, service at experience centre for annual maintenance and road side assistance.

Service through dealerships: All our dealerships have a 3S (sales, service and spares) facility. Along with showrooms each dealer have a service centre of approximately 200 sq. ft. These service centres are equipped with tools and equipment required for servicing our vehicles. Trained technician are there to handle all service related issue of end consumers. Dealers maintain model wise stock of spares for any kind of replacements.

Service at Deployment centre: Our deployment centres of channel partners have trained technicians and spares for any kind of service issues for last mile delivery services as well as commuter segment customers.

Annual Maintenance and Road side assistance: We have set up service centre at dealer level, Deployment centre of channel partners and experience centre for annual maintenance and road side assistance. Our service check points comprises of:

1. Dry/ Water washing
2. Brake checking and adjustments
3. Checking of all nuts, bolts and fasteners.
4. Checking of all electricals.
5. Checking and correcting tyre pressures
6. Checking battery socket
7. Checking Motor free running
8. Battery health checking
9. Battery charging if required
10. Check and adjust front fork play
11. Check for any vibration
12. Check all switches
13. Check all connections
14. Test ride the vehicle before delivery.

Turnaround time for service: The turnaround time for routine service is generally 4 hours. For small adjustments and check-

ups, we ensure immediate service. In case of parts replacement is required, the turnaround time is 2 to 5 hours depending on the nature of replacements and for road side assistance its 1 to 2 hours depending upon location of the spot.

Particulars	November 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Amount	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Sale through channel partner (B2B)	2,060.18	48.86	-	-	-	-	-	-
Sale through dealers / distributors (B2C)	2,244.11	51.14	191.50	100%	712.86	100.00%	1,004.71	100.00%

INTELLECTUAL PROPERTIES

Our Company hold the following IPs for our electric two wheelers:

Category	IP Registration No.	Model
Low Speed Vehicle ICAT Certification	ICAT/BOV-1596/2020-21/Q-0645/V01	Raft Nubra, Raft Jispa NX, Raft Jispa, Raft Warrior, Raft Indrajeet
Low Speed Vehicle ICAT Certification	ICAT/BOV-1596/2020-21/Q-0645	Raft Nubra, Raft Indus, Raft Teesta, Raft Soilder

SEGMENT WISE REVENUE BREAKUP

Our Company operates has only one business segment i.e. electric two-wheelers. The table below sets forth a break-up of the revenue earned by our Company from sale of e-two wheelers and from its service and parts and components of electric two wheelers during the stub period and preceding three Fiscals ended 2024, 2023 and 2022:

Segments	November 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Sale of Electric two wheelers	2,132.73	49.55%	190.6	99.53%	712.86	90.79%	1004.71	85.53%
Service, Parts and Components of Electric two wheelers	2,171.56	50.45%	0.90	0.47%	72.34	9.21%	169.98	14.47%
Total	4,304.29	100.00%	191.50	100.00%	785.20	100.00%	1,174.69	100.00%

OUR STRENGTHS

- Product Portfolio with strong market response**

With 10 models developed and available for distribution, Raft Motor sets itself apart in the electric vehicle (EV) market. The sale of our 3 models are growing rapidly. Our focus on high-quality and innovative designs in electric two-wheelers has led to varied and constant addition to the product portfolio, positioning the company as an emerging company in the mobility industry. Further, we are also in the development phase of Warrior High Speed and Magnetic Pro Models which we believe will be a game changer for us. Warrior High Speed is currently under the testing phase at Global Automotive Research Centre (GARC) and the Magnetic Pro is awaiting the European Union Whole-Vehicle Type Approval Certificate and subsequent RTO approval.

With Former Indian Cricket Team Captain and BCCI's Ex-President Sourav Ganguly as brand ambassador for Raft Motor, channel partners selling our electric two wheelers to last mile delivery businesses like, Zomato, Swiggy, Amazon, Blue Dart and Flipkart, to name a few and exclusive showroom with experience centres solidifies our market presence.

- Quality Assurance and Quality Control of our products**

At the core of our operations is an unwavering commitment to quality assurance and control. We ensure our products ensured quality checks at various stages before delivery to the customers, and we have established dedicated quality assurance and control teams to ensure each electric two-wheelers meet defined quality parameters. Led by experienced technicians, production teams ensure that our electric two-wheelers undergo meticulous inspections to prevent rejections and maintain highest quality standard. Our quality control measures extend from thorough checks of raw materials to the final inspection of finished electric two-wheelers. An in-house testing centre equipped with automatic/mechanical machines, operated by skilled personnel, supplements these efforts.

Our company holds World Manufacturer Identification (WMI) registration issued by SAE International for our electric two-wheeler and certification issued by International Centre for Automotive Technology (iCAT) to manufacturing of each models of our electric two-wheelers. Further, with continuous efforts and expertise of our quality assurance and quality check team, we have also received certificate for the environment management system, ISO 14001:2015 by Aambitious Assessment Private

Limited, which is globally standardized and independent mark of quality for “Manufacturing of Electric Vehicles”.

- ***Post Sale Service Support System***

In the mobility industry, post-sale service plays a critical role in winning customers and building the brand. To this end, we have built a strong post sale service network to address the service issue of our electric two-wheelers in the region we operate. Our post service network comprises of Service through dealerships, Service at Deployment centre of channel partners, service at experience centre for annual maintenance and road side assistance. The turnaround time for routine service is generally 4 hours. For small adjustments and check-ups, we ensure immediate service. In case of parts replacement is required, the turnaround time is 2 to 5 hours depending on the nature of replacements and for road side assistance its 1 to 2 hours depending upon location of the spot. We believe that our post sale service will enable us to continue to take advantage of future market opportunities, build our brand and expand into new markets.

- ***Well experienced management team***

Aditya Vikram Birla, our Promoter and Chairman, Kushal Choudhury (Wholetime Director and Chief Product Officer), Dr. Coomar Sudarshan (Chief Technical Officer) and Mrigen Banerjee (Chief Experience Officer) have been leading our Company’s strategy and operations. Under their guidance, our Company has been able to achieve a dynamic product portfolio and creating a brand in the electric two-wheeler industry in the region we operate. They are responsible for expanding business horizons, corporate strategy, leadership and management, financial performance across verticals, stakeholder relations, innovation and growth, identifying new opportunities and risk management. Our Company employs teams with required expertise in each of our divisions, each of which possess the requisite experience. Led by visionary leaders who are passionate about innovation and driven by a shared commitment to excellence, our team is united in our mission to deliver world-class two-wheeler e-mobility solution that make a positive impact on the world.

We have an experienced and professional management team with strong management, execution capabilities and considerable experience in this industry. The team comprises of personnel having technical, operational and business development experience. We have employed suitable technical and support staff to manage key areas of activities allied to operations. Our team is well qualified and technologically equipped in electric two-wheeler industry and has been responsible for the growth of our operations. We believe the stability of our management team and the industry experience brought in coupled with their strong repute, will enable us to continue to take advantage of future market opportunities and expand into new markets. For further details of the educational qualifications and experience of our management team and our Key Managerial Personnel, please refer to the section titled “*Our Management*” on page **Error! Bookmark not defined.** of this Draft Prospectus.

- ***Strong Marketing and distribution network***

Our company has a established marketing and distribution network that serves as a robust channel for the our electric two wheelers. The details of marketing and sale network are elucidated below:

- ***Strong Brand Ambassador:*** Former Indian Cricket Team Captain and BCCI’s Ex-President Sourav Ganguly is the brand ambassador for Raft Motor. Sourav Ganguly is a hero for every Indian cricket fan and has mass reach and appeal. He enables our Company to reach to the masses and build trust for our brand.
- ***Strategic channel partners for B2B model:*** Our marketing team gets our products tested and approved with various corporate which are in the last mile delivery businesses like, Zomato, Swiggy, Amazon, Blue Dart and Flipkart to name a few. The models approved are fitted with tracking and other IOT devices to ensure the tracking and reports of the vehicles deployed. This helps the channel partner to have a streamlined operation. Our Company also provides immediate after sale services to these deployed vehicles as a commitment plan from raft motors. Subsequently, we have entered into long term arrangement with channel partners to supply our approved models to the last mile delivery business houses. This gives us sustainable stability.
- ***Exclusive Showroom with Experience Centre:*** We have setup an exclusive showroom with experience centres in Kolkata, West Bengal and Satna, Madhya Pradesh. The exclusive showroom with experience centres showcase our electric two-wheelers, where end users can experience our E-bike before buying.
- ***B2C models:*** With the introduction of Sourav Ganguly as our brand ambassador and our TV commercials, outdoor advertisements and social media marketing, our marketing team is preparing the ground for entering into traditional dealer network business. So far, we have been able to make 9 new dealers in West Bengal, Madhya Pradesh and other states and, going forward, we intend to reach 100 plus dealers Pan India.

Commitment to Environment Sustainability

Raft Motors distinguishes itself by embodying a steadfast commitment to sustainability. Aligned with the global focus on eco-friendly transportation, the company's electric two-wheelers contribute to a cleaner and greener future. This commitment

resonates with environmentally conscious consumers, positioning Raft Motors as one of the players in sustainable mobility.

OUR STRATEGIES

Our strategic objective is to improve and consolidate our position as a major electric two-wheeler manufacturer with a continuous growth philosophy and to enter in market. Below points represents our continuous growth philosophy being implemented:

Market Penetration and Geographical Expansion

We are engaged in designing, manufacturing, assembling and post-sale services of our electric two-wheelers. We are focussed on enhancing our presence in the geographies where we already operate by strengthening relationships with current channel partners and distributors. Further, going forward, we intend to reach 100 plus dealers Pan India. The electric two-wheelers domestic market offers enormous opportunities in term of sub-geographical penetration which we intend to seize and increase our market reach domestically to explore untapped markets as part of our strategy to mitigate market risk and widen growth prospects.

We are operating in B2B as well as B2C segment by selling our manufactured electric two-wheelers through channel partners, exclusive showroom with experience centres and dealers. To achieve this strategic expansion, we recognize the need to fortify our existing network, ensuring optimal customer satisfaction within our current operational regions. Simultaneously, we intend to establish new networks across key states, aligning with our commitment to maintaining exceptional standards of customer service and ensuring sustainable profitability.

Introduction of New EV Models

Raft Motor is driving market expansion through the strategic introduction of new and improved EV two-wheeler models. We already have 10 models combined in low speed and high-speed category. This approach underscores the Company's dedication to innovation, ensuring a diverse and cutting-edge product portfolio that addresses the evolving demands of consumers. We are presently we are also in the development phase of 'Warrior' and 'Magnetic Pro' high-speed Models which we believe will be a game changer for us. We, instead of focusing on the increasing the number of models, are focusing on limited number of models which have good response from end customer and have potential to increase its market share and bring high-capacity/range advanced electric two-wheelers. By consistently unveiling advanced electric two-wheelers, Raft Motor establishes itself as a forward-thinking company in the electric vehicle landscape.

Invest in R&D to advance our technological capabilities and optimize costs

We intend to be a technology driven company and invest in R&D to improve our product offerings, adapt to changing consumer preferences and improve our cost and operational efficiency. We leveraged our experience in conceptualizing and developing our latest EV scooter models, improvements in the overall cost structure and lower manufacturing costs.

We continue to enhance by adding new features in our EV scooter models to address customer needs and preferences and improve EV performance. We will continue to invest in our in-house R&D, design and engineering capabilities including R&D talent across our research centre in India.

Marketing Strategy

We have engaged former Indian Cricket Team Captain and BCCI's Ex-President Sourav Ganguly is the brand ambassador. Sourav Ganguly is a hero for every Indian cricket fan and have mass reach and appeal. He enables our Company to reach to the masses and build trust for our brand. We continuously focus on enhancing our business operations by ensuring that our channel partners and dealers increases through our marketing efforts. Our core competency lies in our deep understanding of preferences and improvement needs in EV scooter, which has helped us in achieving customer loyalty. We endeavor to continuously improve the features in our EV scooter offered to the customers as well as strive to understand and anticipate any change in the expectation of our customers towards EV scooter. Our post sale service also act as a strong marketing tool for us that build confidence of our existing customers and helps us to win new customers through referrals.

Presently, our marketing and sales division consists of 13 members who are responsible for developing marketing and distribution network. We intend to strengthen our existing marketing team by inducting personnel with expertise in the industry, who will supplement our existing marketing strategies in the domestic markets.

Optimise capacity utilization

We focus on increasing our capacity utilization to achieve optimum utilization of resources. Our existing capacity and capacity utilization are as under:

Particulars	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Aggregate Installed Capacity (units per annum)	6,667*	4,000^	2,000	2,000
Capacity Utilization (units per month)	1,817	241	950	1,428
Capacity Utilization (%)	27.25%	6.03%	47.50%	71.40%

* Proportionate for 8 months

^ Addition capacity w.e.f. January 1, 2024 from 2,000 unit per annum to 10,000 units per annum

The above table shows installed capacity, capacity utilisation and capacity utilisation percentage for stub period and for the financial years 2024, 2023 and 2022. The lower capacity utilization is only due to poor marketing, lack of financial resources and transition in the ownership affected during FY2024. After transition to new management, our Company has taken additional capacity allocation from the contract manufacturer w.e.f. January 1, 2024 from 2,000 unit per annum to 10,000 units per annum.

Further, we have already setup a new manufacturing facility equipped with latest technology and equipment in the state of West Bengal at Domjur, Jhapardaha, ONGC Road, Domjur, Dakshin, Jhapardaha, Howrah, West Bengal – 711405. The new facility at Domjur, Howrah, is having installed capacity of 14,000 units of two-wheelers per annum in a single shift. The commercial production is yet to commence at the new facility at Domjur, Howrah, and the licences are yet to be obtained.

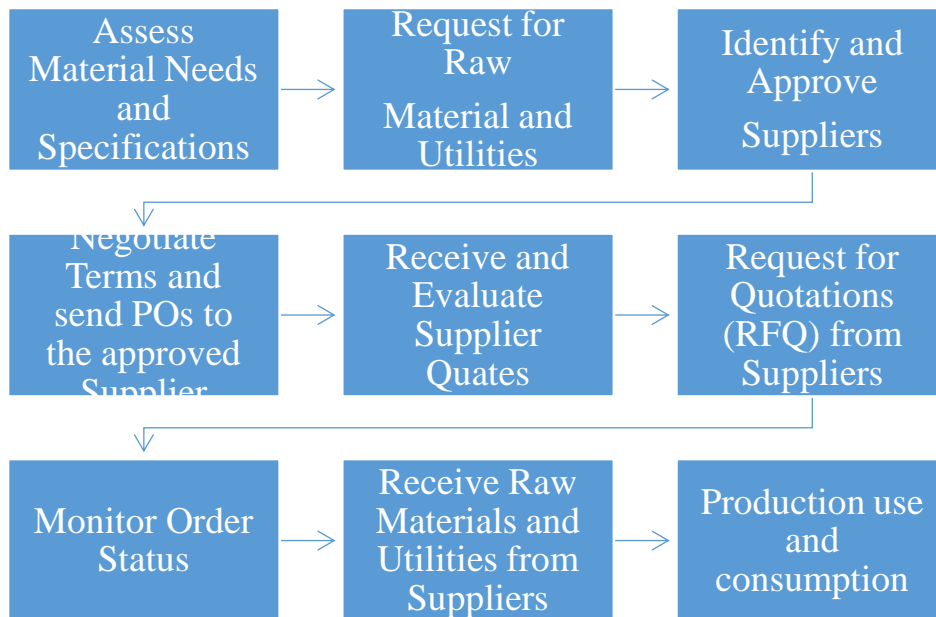
Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues, we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We are always in search of new and innovative concepts as per the needs of our clients but while in the process we make sure of the fact that we perform the given task at the lowest possible cost through effective supervision and planning. Further, our Company constantly endeavours to improve our service processes, and will increase service activities to optimize the utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

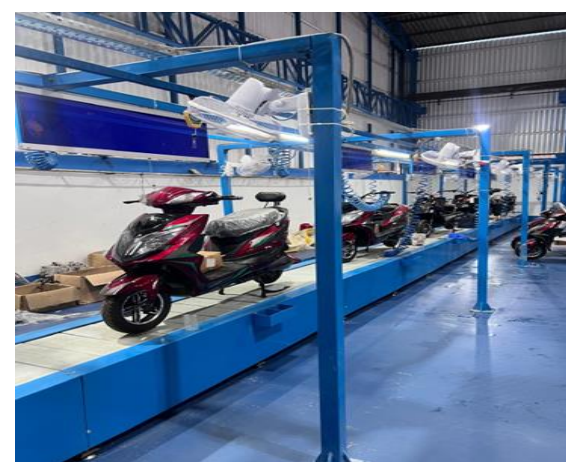
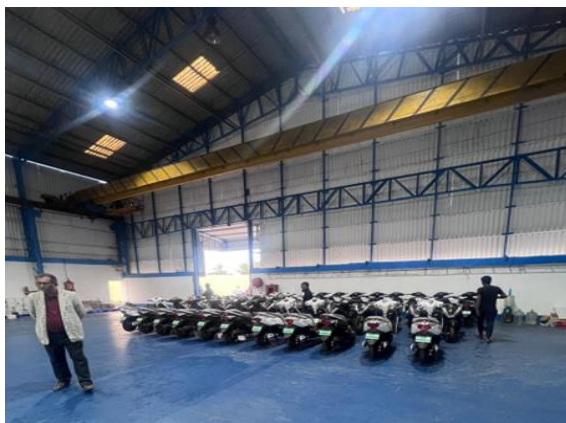
MANUFACTURING PROCESS

Raw Material procurement

Our primary raw material consist of CKD Materials, Chassis, battery, Tyre and Charger. We procure our raw materials domestically from India and also import from China. Our procurement process flow chart is as under:



Images of our Manufacturing Plant at Domjur, Howrah



The sourcing of our raw materials is done as under:

S. No.	Raw Material	Source
1.	CKD Materials	Import from China
2.	Battery	Sourced locally from India
3.	Charger	Sourced locally from India
4.	Tyre	Sourced locally from India
5.	Chassis	Sourced locally from India

Further, for providing insurance coverage for our two wheelers sold, we give option to our buyers to choose.

The purchases from our top ten suppliers are as under:

Particulars		November 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top suppliers	10	2,101.65	54.03%	102.17	83.77%	192.27	27.94%	168.88	16.71%

Quality control and tests at each stage of the manufacturing process:

Our quality team is responsible for the checking and supervising of test at each stage of production process. Our manufacturing process has been documented a Quality Management System (QMS) in accordance with the requirements of International Centre for Automotive Technology (iCAT) and ISO 14001:2015 Standard and applicable regulatory requirements. This is not a stand-alone system, but is integrated within Raft's operating discipline which encompasses the policies, requirements, and work processes of Technical Development, Production Planning, Quality Control, Operations, Customer Service, Shipping, Sales & Marketing and Quality Assurance. Developed and endorsed by company management, the QMS ensures that customers receive quality, reliability and integrity in the products and services. The QMS calls for precise adherence to specifications, as well as legal and quality requirements, as applicable. Our products quality is maintained through systems of standardization and process control. Service quality covers all aspects of customer transactions and is ensured by the function that is providing

the service.

We also hold World Manufacturer Identification (WMI) registration issued by SAE International for our electric two-wheeler.

The products are inspected at various stages starting from raw material procurement, manufacturing process and pre-delivery quality control, the details of which have been provided below:

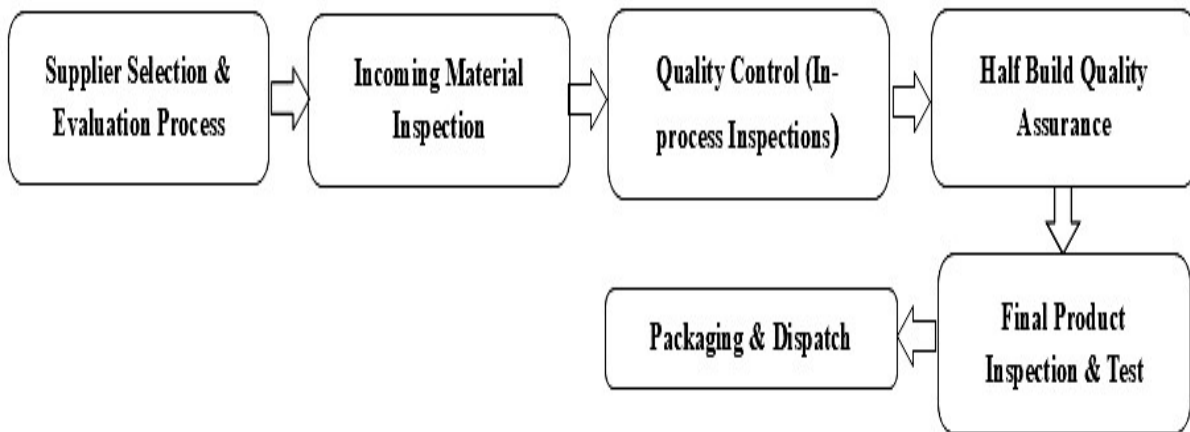
- a) **Incoming Inspection:** Our quality team is responsible for the checking and supervising of our raw material. Each raw material received in stores passes through quality inspection as per item/component specifications and sampling plan. Only QC approved items are taken into stock for further issuance to production.
- b) **Pre-delivery Quality Control:** Each finished product is QC checked and tested as per the product specifications and sampling plan. Product serial no. are assigned and transferred for packaging and onwards dispatch. Records are kept for reference.

List of quality control equipment and its usages

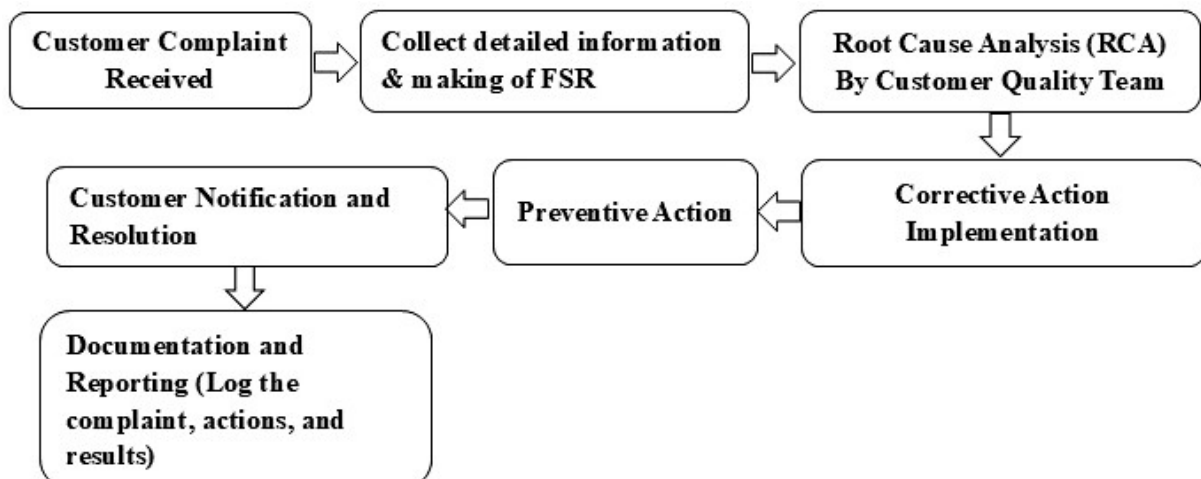
Machine Name	Number of Machines	Used in / Application	Owned /Leased
Charger Discharger Machine	1	Battery Testing	Owned
Harness Wire Tester	1	Harness	Owned
Digital Multimeter	2	Overall Electrical Connections	Owned
Battery Comprehensive Tester	1	Battery Testing	Owned

Quality Control process:

DURING PRODUCTION



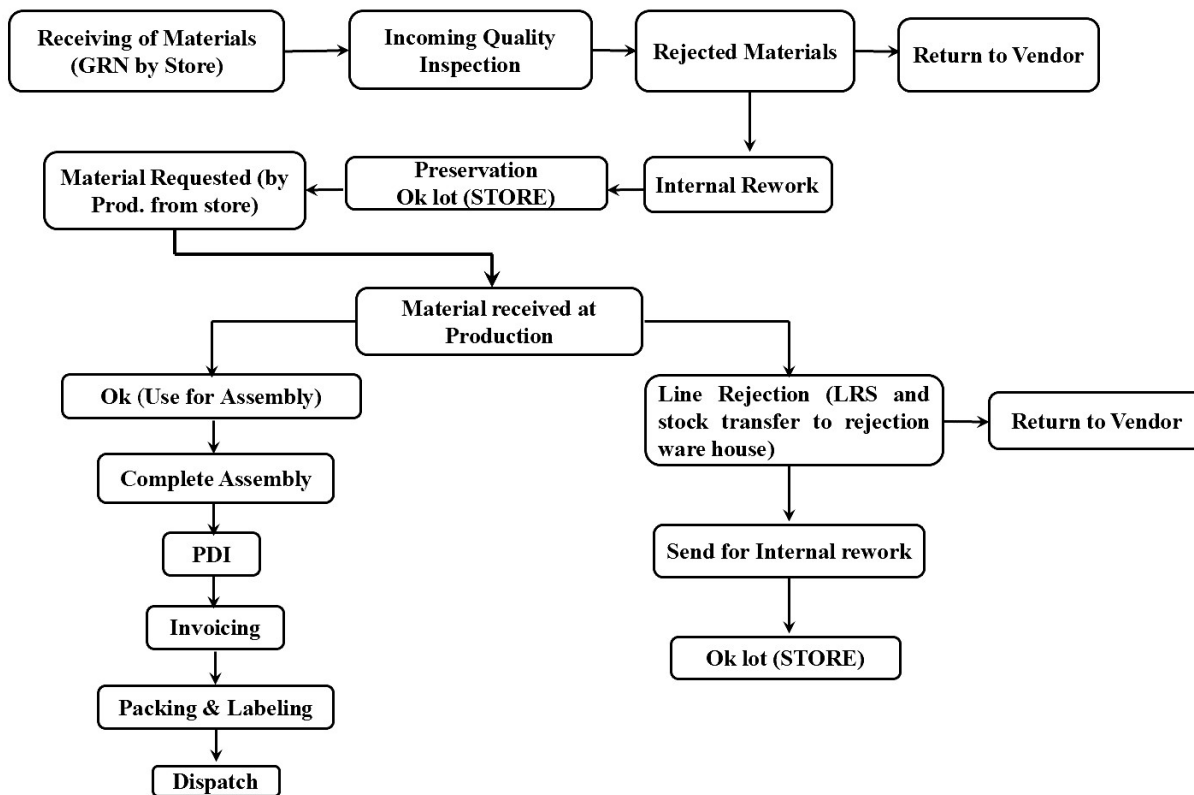
AFTER MARKET QUALITY CONTROL



Manufacturing Process Flow

Our Company's manufacturing and assembling is carried out at Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, strategically located to cater the western and southern zone of India. This facility is owned by Viyoev Ventures LLP, with whom we have entered into an Exclusive Supply Agreement dated January 3, 2024, pursuant to which they manufacture and supply our products only at their manufacturing and assembling setup. Under the said Exclusive Supply Agreement, we supply components and fitments for our electric two wheelers manufacturing. Further, we have supplied M/s. Viyoev Ventures LLP manufacturing equipments to ensure that our products are as per our quality standard.

Flow Chart:



Description of production process:

1. **Procurement of Components:**
 - Sourced from certified suppliers ensuring high-quality raw materials, including motors, batteries, and frames.
2. **Assembly Process:**
 - Frame Assembly: Integration of motor, battery, and suspension systems.
 - Electrical Systems: Installation of controllers, wiring, and connectors.
 - Battery Setup: Secure fitting of dual swappable batteries for maximum range.
3. **Testing and Quality Control:**
 - Functional, performance, and safety tests for every unit.
 - Emphasis on durability and road readiness.
4. **Packaging and Distribution:**
 - Careful packaging to prevent transit damage.
 - Distribution to dealers and showrooms across key markets

The manufacturing process is initiated with the issuance of materials according to the issue of the work order. The raw materials are then visually inspected for the quality purpose. The rejected materials are classified into totally rejected and reworkable

items. The totally rejected materials are returned back to the corresponding vendors. The reworkable items are inspected and reworked and then sent back to the store for inventory.

The materials are then received at the shop floor. The assembly is carried out at work stations in the conveyor belt. Prior to that the chassis fitting and the tyre fitting are carried out. Post this process, the chassis is mounted on to the conveyor belt, and simultaneously the tyres, shockers and the different fibre parts along with the electrical connections and head lights are carried out at the designated work stations. The mid-level quality inspection is carried out at the 4th workstation and then the final product is rolled out of the conveyor assembly.

Post that, the pre delivery inspection of the manufactured vehicle is done along with the test run in order to ensure the proper fitment and running of the vehicle prior to the delivery of the product to the customer.

Equipment used in Manufacturing Process

The manufacturing equipment used for manufacturing of our products are as per our quality standard, as under:

Machine Name	Number of Machines	Used in	Owned /Leased	Application
Compressor	1	Production	Owned	Used for
Conveyor belt	1	Production	Owned	Used for assembly of vehicles
Tyre fitting machine	1	Production	Owned	Used for fitting tyres and rims
Electric Torque wrench	4	Production	Owned	Used for tightening of bolts
Fabrication Machineries	6	Production	Owned	Used for components and parts for manufacturing

The above equipment are installed by the contract manufacturer at the manufacturing and assembling at Bhiwandi.

The manufacturing facility at Domjur setup with all required equipment and tools is ready and commissioned. The commercial production is yet to commence at the new facility at Domjur, Howrah, and the licences are yet to be obtained.

RESEARCH AND DEVELOPMENT

To ensure that we supply quality products which meet the applicable standards, we have set up a Research and Development division (“**R&D division**”), which consists of our new product development, quality assurance and quality control teams who check and conduct various tests in our in-house on the new product design, proto types, raw materials and finish products at various stages starting from receiving of raw materials.

Our in-house R&D division complemented by our quality assurance and quality control department has enabled us to expand our business in market we have presence. Our quality control and quality assurance team carry out various technical and manual tests to ensure they do not suffer rejections and meet standards, thereby generating value for us.

SWOT ANALYSIS

SWOT ANALYSIS	
<p>Strengths</p> <ul style="list-style-type: none"> Manufacturing undertaken with latest machineries and technology to design, manufacture and assemble our products Experienced and technically advanced management and manpower B2B and B2C business model Strong relationship with international suppliers of raw materials. Well-equipped R&D and quality control process 	<p>Weakness</p> <ul style="list-style-type: none"> Dependence on a small pool of key personnel Limited marketing resources, which can make it difficult to compete with larger players with greater marketing budgets Dependence on import of raw materials Limited financial resources as compared with large and established players
<p>Opportunities</p> <ul style="list-style-type: none"> Government initiative and focus to promote electric mobility, such as subsidies India is one of the largest markets for two-wheelers globally. As the urban middle class grows, demand for eco-friendly vehicles with lower operating costs is expected to rise. Innovations in lightweight materials, electric motor efficiency, and smart features (like connectivity and IoT 	<p>Threats</p> <ul style="list-style-type: none"> Intense competition from large existing automotive giants as they are constantly innovating, leading to a fast-paced, price-sensitive market. Electric vehicle manufacturers in India are heavily reliant on the supply of lithium, cobalt, and other minerals for battery production. Any disruptions in the global supply chain, fluctuations in raw material prices, or geopolitical tensions can affect production and costs.

<p>integration) can enhance the value proposition of electric two-wheelers.</p> <ul style="list-style-type: none"> • Rising concerns about air pollution and environmental degradation are leading to a shift towards eco-friendly transportation options like electric two-wheelers. • Lower running cost for end user 	<ul style="list-style-type: none"> • High import of raw materials from China • The EV sector is heavily dependent on government policies and subsidies. Any changes in subsidies, tax breaks, or regulatory policies could have a negative impact on the growth of the electric two-wheeler market.
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CAPACITY UTILIZATION

Our Company is engaged in manufacturing of electric two wheelers. Set forth below is the detail of the installed and utilized capacity of our manufacturing unit for the stub period and the last three years:

Particulars	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Aggregate Installed Capacity (units per annum)	6,667*	4,000^	2,000	2,000
Capacity Utilization (units per month)	1,817	241	950	1,428
Capacity Utilization (%)	27.25%	6.03%	47.50%	71.40%

* Proportionate for 8 months

^ Addition capacity w.e.f. January 1, 2024 from 2,000 unit per annum to 10,000 units per annum

Further, we have already setup a new manufacturing facility equipped with latest technology and equipment in the state of West Bengal at Dakshin Jharpardaha, ONGC Road, Domjur, Dakshin, Jharpardaha, Howrah, West Bengal – 711405. The new facility at Jharpardaha, Howrah, is having installed capacity of 14,000 units of two-wheelers per annum in a single shift. The commercial production is yet to commence at the new facility at Jharpardaha, Howrah, and the licences are yet to be obtained.

COLLABORATIONS / JOINT VENTURES

As on date of this Draft Prospectus, we have not entered into any technical or financial collaborations or agreements.

EXPORT AND EXPORT OBLIGATION

Our Company does not have any export obligation as on date.

ENVIRONMENT, HEALTH AND SAFETY MEASURES

Our Company have in place Environment, Health and Safety Measures, which ensure:

1. Provision of basic medical kit at the production site.
2. Provision of safety shoes, goggles and hand gloves at production site.
3. Provision of purified drinking water for the team at shop floor.
4. Proper disposal of wastes and plastics to a dedicated disposal unit.
5. Provision of adequate number of fire extinguishers at the shop floor.

CORPORATE SOCIAL RESPONSIBILITY

We as a responsible corporate citizen are committed to take up different developmental projects, as part of our Corporate Social Responsibility (“CSR”) initiatives towards improving the quality of lives of the underprivileged sections of the society and other stakeholders. Our CSR strategies are aligned to national priorities to meet the basic needs of the local community. Our CSR policy defines the framework for implementing CSR activities in compliance with Section 135 of the Companies Act, 2013 and rules framed thereunder. The CSR committee has been constituted as per the applicable act. We demonstrate our commitment towards our communities by committing our resources and energies to social development and we have aligned our CSR programs with Indian legal requirements. In furtherance of the same, we endeavor undertake CSR activities such as, sustainable environment development, promoting gender equality, ensuring care for senior citizens and differently abled persons, maintaining cleanliness by installing dustbins, constructing portable toilets, etc.

Power

Our Company requires power for the normal requirement of the Offices and manufacturing facility for operations, lighting, systems etc. Adequate power is available which is met through the electric supply.

Water

Water is required for human consumption at office and adequate water sources are available from municipal water supply. The requirements are fully met at the existing premises.

Human Resources

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on November 30, 2024, our Company has 49 employees on payroll. A division-wise break-up of our employees is provided below:

Department	Number of employees
Senior Management	3
Accounts and Finance	10
Human Resources and Administration	6
Legal and Compliance	2
Sales & Marketing	13
IT And RD Department	5
Manufacturing	8
Store	2
Total	49

We have not employed any contract labour in our manufacturing process as on the date of this Draft Prospectus.

MARKETING

Our company has institutional sales through channel partner as well as direct sale to individuals through its distributor/dealer network. Our strong brand reputation serves as a marketing channel, complemented by marketing efforts conducted in collaboration with our channel partner and dealer network. We majorly depend on our B2C channel partner, word of mouth publicity, post-sale service and point of sale advertising. Our sales and marketing initiatives are designed to broaden the reach of our network while enhancing consumer trust, involvement, expansion and overall value through the promotion of a diverse range of products. We actively collaborate with our distributors / dealers and in joint promotional endeavors, enabling them to effectively connect and engage with customer base. Leveraging our insights and operational experience our sales team and the dealers nurture relationships with our customers and prospective customers through ongoing interactions encompassing all aspects of our products.

Our company has a diversified marketing network that serves as a robust channel for the promotion and sale of our products i.e. electric two wheelers. The details of our customer base and marketing strategy are elucidated below:

- *Brand Ambassador:* Former Indian Cricket Team Captain and BCCI's Ex-President Sourav Ganguly is the brand ambassador for Raft Motor. Sourav Ganguly is a hero for every Indian cricket fan and has mass reach and appeal. He enables our Company to reach to the masses and build trust for our brand.
- *B2B models:* Under this strategy, our marketing team gets our products tested and approved with various corporate which are in the last mile delivery businesses like, Zomato, Swiggy, Amazon, Blue Dart and Flipkart to name a few. The models approved are fitted with tracking and other IOT devices to ensure the tracking and reports of the vehicles deployed. This feature helps the channel partner to have a streamlined operation. Our Company also provides immediate after sale services to these deployed vehicles as a commitment plan from raft motors. Subsequently, we have entered into long term arrangement with channel partners to supply our approved models to the last mile delivery business houses. This give us a stable sale.
- *Exclusive Showroom with Experience Centre:* We have setup an exclusive showroom with experience centres in Kolkata, West Bengal and Satna, Madhya Pradesh. The exclusive showroom with experience centres showcase our electric two-wheelers, where end users can experience our E-bike before buying.
- *B2C models:* With the introduction of Sourav Ganguly as our brand ambassador and our TV commercials, outdoor advertisements and social media marketing, our marketing team is preparing the ground for entering into traditional dealer network business. So far, we have been able to make 8 dealers in West Bengal, Madhya Pradesh and other states and, going forward, we intend to reach 100 plus dealers Pan India.

As of the financial year 2024, our company had 78 dealers and distributors across India. However, due to challenges related to business performance and logistical inefficiencies, the new management team took the decision to terminate all old dealership agreements except for two. In their place, our Company have appointed a new network of dealers and distributors strategically located to better serve our target markets and drive future growth. Our company has developed the Distributor/Dealer network to reach out to direct customers to sell its products to the end users. These end users are individuals across the age group and

states where we are operating looking for convenient, cost effective, sustainable and environment friendly two-wheeler mode of transport.

The number of dealers are as under:

Particulars	Nov 30, 2024
Total Number of Dealers/Distributors	02
Added during the year/period	9
Total as on November 30, 2024	11

COMPETITION

The two-wheeler EV space is evolving in India and the penetration of the same is getting wider and deeper. Just like us there are many operators and companies who have entered this space. A few of them consist of large listed companies who were earlier in ICE two Wheelers and now have forayed into EV two-wheeler segment. Companies like Ward Wizard and Tunwal E-Motors Ltd have a model similar to us and have been in the market for a greater time than us. The latest entrant in our industry are Ola Electric, Hero Electric and Ather.

We operate within a fiercely competitive industry landscape which is evolving. The market comprises a multitude of players offering services either independently or as integrated solutions. Established industry leaders pose significant competition, showcasing cutting-edge technology and innovative product offerings. In this competitive sector, a considerable portion is occupied by local, unorganized players who excel in cost efficiency, possess experienced staff, and prioritize personalized customer service, driving high levels of customer satisfaction. Additionally, both online and offline agencies are constantly emerging, introducing innovative approaches to provide similar services, contributing to a dynamic market with fluctuating demand and supply.

The competition is facilitating in creation of charging infrastructure which is necessary for the growth of our industry. It is pertinent to note that the two-wheeler EV industry is growing at a CAGR of 201% over the last four years.

INSURANCE



Our Company has the following insurance policies in insure its offices, manufacturing facility and assets:

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
1.	Liberty General Insurance	Marine Cargo Open Policy	3411-301401-24-1000006-00-000	13/05/2025	5,000.00
2.	National Insurance	Product Liability Insurance	100900492410000034	09/07/2025	100.00
3.	TATA AIG General Insurance Company Ltd	360* Protector Directors & Officers Liability Insurance	6730000388	12/05/2025	500.00
4.	Liberty General Insurance Limited	Factory at Domjur	3121-301401-24-1000010-00-000	19/12/2025	1,609.15
5.	Liberty General Insurance Limited	Corporate Office and experience centre	3521-301401-24-10000068-00-000	19/12/2025	59.25
6.	Tata AIG Insurance	Regd Office	5160912503	20/12/2025	50.00

INTELLECTUAL PROPERTY RELATED APPROVALS

Trademarks:

Our Company has registered the following trademarks:

Sr. No.	Particulars of Trademark	Registration No.	Class	Date of Registration
1.		5029702	12	July 3, 2021
2.		5029704	37	July 3, 2021

OFFICE AND FACILITIES

Our Registered Office is located at

B/607, 6th Floor, Kanakia Wall Street,

Andheri Kurla Road, Chakala, Andheri (East),

Mumbai-400 093

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

We also have our Corporate Office located at:

19 Monohar Pukur Road, Cosmic Tower,

Sarat Bose Road, Kolkata – 700 029

West Bengal

Further, our manufacturing is presently carried out at the place of contract manufacturer at Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra

Our Manufacturing facility is located at Dakshin Jharpardaha, ONGC Road, Domjur, Dakshin, Jharpardaha, Howrah, West Bengal – 711405

Land and Property

Our Company does not own any freehold property as on the date of this Draft Prospectus.

Further, we carry out our business operations from leasehold properties, details of which are as under:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Leave & Licence Agreement dated November 11, 2024 between Compusol Infoservz LLP and our Company	Office No. 1, Ground Floor, Sterling Centre Building, Sterling Centre Premises Co-operative Society Ltd., Chakala, Andheri-Kurla Road, Andheri East, Mumbai - 4000 93, admeasuring 1250 Sq. Ft. carpet area	Rs.2.40 lakhs per month plus 5% year on year basis	36 months commencing from October 10, 2024 till October 9, 2027.	Showroom
2.	Agreement of leave and licence dated March 1, 2024 between J A Enterprises and our Company	27, Sarat Bose Road, P.S. Bhawanipore, P.O. Lala Lajpatrai Sarani, Kolkata -700020 , 982 sq.ft.	Rs.0.40 lakhs per month plus 5% year on year basis	11 months commencing from March 1, 2024 with clause for renewal for another 2 terms	Showroom
3.	Agreement of leave and licence dated May 24, 2024 between Wajeeha Mohd. Quamer Shaikh and our Company	No. B/607, Sixth Floor Kanakia Wall Street, Andheri Kurla Road Chakala, Andheri (East), Mumbai – 400093; Admeasuring 1355 sq.ft.	Rs.2.37 lakhs per month plus 5% year on year basis	36 months w.e.f. May 16, 2024 till May 15, 2027	Regd. Office
4.	Agreement of leave and licence dated July 2, 2024 between N S Engineering Projects Pvt Ltd. and our Company	Dakshin Jharpardaha, ONGC Road, Domjur, Dakshin, Jharpardaha, Howrah, West Bengal – 711405; Admeasuring 7,000 sq.ft.	Rs.2.50 lakhs per month plus 5% year on year basis	9 years w.e.f. January 31, 2024	Domjur Factory
5.	Agreement of leave and licence dated October 6, 2023, between Pramod Kumar Gupta and our Company	Mouza Kolgawan, Ward no. 21 beside Dashmesh Hotel, Rewa Road Satna; Admeasuring 999 sq.ft.	Rs.0.45 lakhs per month	3 years w.e.f. September 26, 2023	Showroom
6.	Agreement of leave and licence dated November 19, 2024, between Prilika Enterprises Pvt Ltd. and our Company	COSMIC TOWER, 3rd Floor, 19, Monoharpukur Road, P.S. Lake, Kolkata 700029. 50 sq. ft.	Rs.0.10 lakhs per month plus 5% year on year basis	9 years w.e.f. November 20, 2024 till November 19, 2033	Corporate Office

We confirm that there are no conflict of interest between the lessor of the immovable properties, (crucial for operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Group Companies and its directors.

KEY REGULATIONS AND POLICIES

Given below is a summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. This description may not be exhaustive and is only intended to provide general information to investors, and is neither designed, nor intended as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. For details regarding the registrations and approvals obtained by our Company under applicable laws and regulations see, “Government and other Approvals” beginning on page [●].

Key Regulations Applicable to Our Company

Consumer Protection Act, 2019 (“Consumer Protection Act”) and the rules made thereunder

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, provides for timely and effective administration and settlement of consumer disputes. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons who buy goods or avail services by offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In cases of misleading and false advertisements, a manufacturer or service provider who causes a false or misleading advertisement to be made which is prejudicial to the interest of consumers can be punished with imprisonment for a term up to two years and with a fine of up to ten lakh rupees.

Motor Vehicles Act, 1988 and the Central Motor Vehicle Rules, 1989

The Motor Vehicles Act, 1988, and the Central Motor Vehicle Rules, 1989 framed thereunder provide for quality, safety, and performance standards in relation to any part, component, or assembly to be used in the manufacture of automobiles. In 2019, by way of an amendment, the Central Government has introduced a mandatory recall provision for automobiles if any defects were found in the vehicle or a component of the vehicle, which were harmful to the environment, driver or occupant or other road users or which contains defects which are reported to the Central Government. Further, if a manufacturer notices a defect in a motor vehicle manufactured by them, they may be required on certain conditions, to inform the Central Government of the defect and if necessary, initiate recall proceedings. The Central Government may direct a manufacturer to recall motor vehicles of a particular type or its variants if the defect in that particular type of motor vehicle has been reported to the Central Government by: (i) such percentage of owners; or (ii) a testing agency; or (iii) any other source.

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023 (“CEA Regulations”)

The CEA Regulations are applicable to electrical installation including electrical plant and electric line, and the person engaged in the generation or transmission or distribution or trading or supply or use of electricity. It lays down regulations for safety requirements for electric supply lines and accessories, such as meters, switchgears, switches and cables. All material and apparatus used in the construction, installation, protection, operation and maintenance of electric supply lines and apparatus are required to conform to the relevant standards as provided under the CEA Regulations. Pursuant to the CEA Regulations, all electric supply lines and apparatus are required to have sufficient rating for power, insulation, and estimated fault current and of sufficient mechanical strength, for the duty cycle which they may be required to perform under the environmental conditions of installation and shall be constructed, installed, protected, worked and maintained in such a manner as to ensure safety of human beings, animal and property. The supplier is also required to provide a suitable switchgear in each conductor of every service line other than an earthed or earthed neutral conductor or the earthed external conductor of a concentric cable within a consumer’s premises, in an accessible position and such switchgear is required to be adequately enclosed in a fireproof receptacle. Pursuant to the CEA Regulations, all electric vehicle charging stations are required to conform to additional safety requirements, including providing general safety requirements, incorporating fire retardant material for the enclosures of electric vehicle supply equipment and maintenance of records of design, construction and labelling, including records of the relevant test certificates of the charging station.

Industries (Development and Regulation) Act, 1951 (“D&R Act”)

The D&R Act provides for the development and regulation of specified industrial undertakings. An industrial undertaking, which is exempt from licensing under the D&R Act, is required to file an Industrial Entrepreneurs Memorandum with the Secretariat for Industrial Assistance, Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.

Legal Metrology Act, 2009 (“LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodity Rules”)

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights,

measures and other goods which are sold or distributed by weight, measure or number. The LM Act requires all units of weights and measures used by an entity to be in accordance with the metric system based on the international system of units only. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases. The Packaged Commodities Rules framed under the LM Act enlists specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and also provides for registration of manufacturers and packers. The Packaged Commodity Rules also provides specific provisions for e-commerce transactions.

Bureau of Indian Standards Act, 2016 (the “BIS Act”)

The BIS Act provides for the establishment of the Bureau of Indian Standards (“BIS”) as the national standards body for the standardization, conformity assessment and quality assurance of goods. The functions of the BIS include, inter alia, (a) establishing, publishing, reviewing and promoting the Indian standard, in relation to any goods, article, process, system or service (b) adopting as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (c) establishing a standard mark in relation to each of its conformity assessment schemes, which shall be of such design and contain such particulars as may be specified by regulations to represent a particular standard (“Standard Mark”); and (d) appointing certification officers for inspecting whether any goods, article, process, system or service in relation to which the Standard Mark has been used conforms to the relevant standard.

The Information Technology Act, 2000 (the “IT Act”) and the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”)

The IT Act aims to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication and facilitate electronic filing of documents. The IT Act creates a constructive mechanism for the authentication of electronic documentation through digital signatures. The IT Act makes electronic commerce seamless by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect such sensitive personal data.

The IT Security Rules enlists directions for the disclosure, collection and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Digital Personal Data Protection Act, 2023 (“Data Protection Act”)

The Data Protection Act received the assent of the President of India on August 11, 2023 and the provisions of the Data Protection Act shall come into effect on such date as the Central Government may notify in the official gazette. The Data Protection Act provides for collection and processing of digital personal data by persons, including companies. Further, companies collecting and dealing in high volumes of personal data are defined as significant data fiduciaries. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act including appointment of a data protection officer who will be the point of contact between such fiduciaries and individuals for grievance redressal. Further such significant data fiduciaries will also be required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. The Central Government will also establish the Data Protection Board of India (the “DPB”), whose key functions include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals.

Government Plans and Policies

Electric Mobility Promotion Scheme 2024 (“EMPS”) and Operational Guidelines for Electricity Mobility Promotion Scheme, 2024 (“Mobility guidelines”)

The EMPS has been introduced by the Ministry of Heavy Industries, Government of India (“MHI”) to accelerate the adoption of electric vehicles (“EVs”) in India. This is a limited scheme with a total outlay of ₹7,780 million with two components: (a) subsidies in form of demand incentives; and (b) administration of EMPS including IEC (information, education and communication activities) and fee for project management agency for a period of six months from April 1, 2024 to September 30, 2024, for faster adoption of electric two-wheeler (“e-2W”) and three-wheeler (“e-3W”) to provide further impetus to the green mobility and development of EVs manufacturing ecosystem in India. The GoI further has extended the applicability of the scheme by an additional two months and has assured further extensions until the rollout of Phase III of the Phased Manufacturing Programme. The EMPS aims to support 372,215 EVs including 5,00,080 e-2W and 60,709 e-3W and encourage advance technologies. The benefits under the EMPS will be extended to EVs fitted with advanced battery. For the purpose of availing benefits under the EMPS, an original equipment manufacturer is required to register with the MHI and get its vehicle model certified from designated testing agencies, after which MHI will approve the incentives. The EMPS will be monitored and implemented by the Project Implementation and Sanctioning Committee.

National Electric Mobility Mission Plan 2020 (“NEMMP”)

The NEMMP promotes adoption of electric vehicles and their manufacturing in India. The NEMMP was designed by the ministry of heavy industries MHI to enhance national fuel security, to provide affordable and environmentally friendly transportation and to enable the Indian automotive industry to achieve global manufacturing leadership. Further, under NEMMP, it is also proposed to develop infrastructure such as charging station for electric vehicles across India, offering incentives for electric vehicle adoption and fostering research and development in the electric vehicle sector. As part of the NEMMP, Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India Scheme was formulated in 2015 to promote the manufacturing of electric and hybrid vehicle technology.

The Charging Infrastructure for Electric Vehicles - the Revised Consolidated Guidelines & Standards dated January 14, 2022 (“EV Guidelines”)

The EV Guidelines are framed to accelerate the E-mobility transition in India. The objectives of the EV Guidelines includes, inter-alia, (a) to enable faster adoption of electric vehicles in India by ensuring safe, reliable, accessible and affordable charging infrastructure and ecosystem, (b) to provide for affordable tariff chargeable from charging station operations/ owners and electric vehicles owners, (c) to proactively support creation of electric vehicles charging infrastructure, and (d) to promote preparedness of electrical distribution system to adopt electric vehicle charging infrastructure. The EV Guidelines provide requirements for public charging infrastructure, requirements for location of public charging stations, and tariff for supply of electricity to electric vehicle public charging stations, and provision of land at promotional rates for public charging stations, etc.

Guidelines on Recognition and Registration of In-house research and development units of Corporate Industries

The Department of Scientific and Industrial Research (“DSIR”) is operating a scheme for granting recognition and registration to in-house research and development units established by corporate industry. The in-house research and development units applying for recognition to DSIR are expected to be engaged in innovative research and development activities related to the development of new technologies, design and engineering, process/product/design improvements, developing new methods of analysis and testing; research for increased efficiency in use of resources, such as, capital equipment, materials and energy; pollution control, effluent treatment & recycling of waste products or any other areas of research.

The Automotive Mission Plan 2016-2026 (“AMP”) and the draft National Auto Policy 2018

The MHI released the AMP in September 2015, which aims of making the Indian automotive industry an integral part of the “Make in India” programme. It aims to position India as a global hub and amongst the top three nations in the world in engineering, manufacturing and export of automotive vehicles and components by the year 2026. The AMP encourages interventions in the form of incentives for the speedy development of an indigenous component design and manufacturing base for electric and hybrid vehicles industry, and planned establishment of adequate charging stations in both cities and rural areas. The draft National Auto Policy identifies opportunities and challenges for bringing about a shift in the auto industry from pure Internal Combustion Engine Technology to ‘Green Mobility’ technologies (such as Hybrid Vehicles, Battery Electric Vehicles, Fuel Cell Vehicles, Alternative-Fuel Vehicles) through the use of alternate fuels, drive-train technologies or other measures.

Phased Manufacturing Programme dated May 6, 2019 (“PMP”) and the Scheme for Faster Adoption and Manufacturing of Electric Vehicles in India Phase II (“FAME India Phase II”)

The PMP was notified with the objective of development of domestic manufacturing of electric vehicles, its assemblies/sub-assemblies and parts/sub-parts, thereby increasing the domestic values addition and creating employment opportunities. The PMP shall enable the manufactures in the sector to plan their investments for establishment of robust indigenous electric vehicles and related sub-assemblies components manufacturing base in India. In line with the objectives of the programme, the DHI launched a scheme, namely ‘Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India (FAME India)’ for the promotion of electric and hybrid vehicles on March 13, 2015. Thereafter, for faster adoption of electric mobility and development of its manufacturing eco-system in the country, phase II of the scheme namely ‘FAME India Phase II’ was proposed to be implemented over a period of 3 years, w.e.f. 1st April 2019.

The Production Linked Incentive (PLI) Scheme for Automobile and Auto Component Industry (“Automobile PLI Scheme”) and the Guidelines for the PLI for Automobile and Auto Component Industry (“Automobile PLI Guidelines”)

The Automobile PLI Scheme for automobile and auto components was notified by the MHI on September 23, 2021 and proposed financial incentives to boost domestic manufacturing of advanced automotive technology products and attract investments in the automotive manufacturing value chain. For effective implementation of the scheme, the Automobile PLI Guidelines were laid down. The Automobile PLI Guidelines state that the ‘advanced automotive technology products’ for which incentives can be availed include both (a) advance automotive technology vehicles (which comprise of battery electric vehicles, and hydrogen fuel cell vehicle), as amended by MHI from time to time, and (b) advance automotive technology components, as notified by MHI. In case of any inconsistency, between the Automobile PLI Scheme and the Automobile PLI Guidelines, the provisions of the Automobile PLI Scheme are to prevail.

Based on satisfying specific criteria for incentive, the Automobile PLI Guidelines state that an applicant company will be eligible for the following incentives under the scheme: (i) The ‘Champion OEM Incentive Scheme’ is for eligible applicants who are automotive OEM company or its group company(ies) and new non-automotive investor company or its group company(ies). Herein, the incentives are applicable on battery electric vehicles and hydrogen fuel cell vehicles of all segments – 2 wheelers, 3 wheelers, passenger vehicles, commercial vehicles, tractors, and automobile meant for military use and any other advanced automotive technology vehicle as prescribed by the MHI, and (ii) The ‘Component Champion Incentive Scheme’ is for eligible applicants who are automotive OEM company or its group company(ies), auto-component manufacturing company or its group company(ies) and new non-automotive investor company or its group company(ies). Incentives are applicable on pre-approved advanced automotive technology components of all vehicles, CKD/SKD kits, Vehicle aggregates of 2-Wheelers, 3-Wheelers, passenger vehicles, commercial vehicles and tractors including automobile meant for military use and any other advanced automotive technology component prescribed by the MHI. Incentives under the scheme are applicable commencing from Fiscal 2023, and disbursed in the financial years thereafter, for a total of five consecutive financial years. Approved applicants shall intimate the project management agency implementing the scheme of any change in the shareholding pattern during the tenure of the Automobile PLI Scheme, after updating with the relevant Registrar of Companies.

Further, the MHI has released the “Standard Operating Procedure for certification of Domestic Value Addition of Advanced Automotive Technology Product” dated April 26, 2023 under PLI Scheme (“**PLI SOP**”). The PLI SOP specifies the procedure for certification of domestic value addition of advanced automotive technology products under the Automobile PLI Scheme which includes inter alia the application procedure for domestic value addition certification, initiation of certification by testing agencies, procedure for desk appraisal and techno-commercial audit.

Production Linked Incentive (PLI) Scheme for National Programme on Advanced Chemistry Cell (“ACC”) Battery Storage for Implementation of Giga-scale ACC Manufacturing Facilities in India (“Cell PLI Scheme”)

The Cell PLI Scheme was notified on June 9, 2021 and proposed to incentivise potential domestic and overseas investors to set-up giga-scale ACC manufacturing facilities in India. The scheme covers ACCs and integrated advance batteries (single units) that meet the minimum performance specifications as per the scheme and has a total incentive payout of ₹ 18,100 crores over a period of 5 years. The scheme envisages setting up a cumulative ACC manufacturing capacity of 50 GWh for ACCs and an additional cumulative capacity of 5 GWh for Niche ACC technologies. Incentives, in the form of cash subsidy, are offered to beneficiary firms selected in terms of the request for proposal for selection of manufacturers for setting up manufacturing capacities for Advance Chemistry Cell (“**ACC**”) under the Cell PLI Scheme (“**RFP**”) who have committed to set up minimum of 5 GWh of ACCs manufacturing facility. The total incentive is to be capped at 20GWh per beneficiary firm with the actual subsidy disbursement to the beneficiary firm capped at 20% of the ACC sale price (net of GST) i.e. of the effective total turnover (net of GST) on account of sale of ACCs manufactured and sold during the subsidy disbursement period. Such manufacturing facility by beneficiary firm would need to be commissioned within 2 years and the subsidy will thereafter be disbursed over period of 5 years. The beneficiary firm is to ensure achieving domestic value addition of at least 25% and incur the mandatory investment (Rs. 225 crores/GWh) within 2 years (at the mother unit level), and raise it to 60% overall domestic value addition within 5 years, either at the mother unit, in-case of an integrated unit, or at the project level, in-case of the hub and spoke structure, as specified in the RFP.

Further, the responsibility of monitoring the Cell PLI Scheme has been given to the empowered group of secretaries (“**EGoS**”). Duties of EGoS include undertaking periodic review of the outgo under the scheme, ensuring that the expenditure is within the prescribed outlay and making any changes to the modalities of the scheme, if necessary, subject to total financial outlay remaining within Rs 18,100 crores. The allocation of subsidies to the beneficiary firm shall be carried out through the transparent Quality and Cost Based Selection (“**QCBS**”) process which shall comprise of “two-envelope system” comprising a technical bid and financial bid. The Cell PLI Scheme also lays down the parameters to be used for monitoring the disbursal of incentives. The claiming of incentives under the Cell PLI Scheme does not restrict the beneficiary to claim incentives under FAME India Phase II or the Automobile PLI Scheme. Moreover, the selected beneficiary firms are required to provide certain documents in support of the claims including, among others, (a) document issued by the concerned director of industries evidencing commencement of commercial production, (b) certificate from a statutory auditor certifying the quantity and value of finished goods procured, and breakup of major components in the final value of ACC batteries sold, (c) audited accounts and GST audit report for the relevant financial year.

Environmental Legislations

Environment Protection Act, 1986 (the “EP Act”) and the Environment Protection Rules, 1986 (the “EP Rules”)

The EP Act has been enacted with the objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent, control and abate environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the

handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution.

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, and the establishment of the Central Pollution Control Board, as well as state pollution control boards (“**State PCB**”), to implement its provisions, including to lay down standards of treatment of sewage and trade effluents. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry, operation or process, or opening of any new outlets, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the relevant state pollution control board declare, by notification in the Official Gazette, any area or areas within the state as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, “hazardous waste” inter alia means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier (importer or exporter), or operator of a disposal facility is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and shall be liable to pay any financial penalty that may be levied by the respective state pollution control board for violation of the Hazardous Waste Rules.

Noise Pollution (Regulation and Control) Rules, 2000 (“Noise Pollution Rules”)

The Noise Pollution Rules were enacted to regulate and control noise producing and generating sources with the objective of maintaining of ambient air quality standards in respect of noise in different areas/zones. Pursuant to the Noise Pollution Rules, different areas/zones shall be classified into industrial, commercial, residential or silence areas/zones, with each area having a permitted ambient air quality standard in respect of noise. The Noise Pollution Rules provide for penalties in case the noise levels in any area/zone exceed the permitted standards.

E-Waste Management Rules, 2022 (“E-Waste Rules”)

The E-Waste Rules apply to a manufacturer, producer, refurbisher, dismantler and recycler involved in the manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment specified in the E-Waste Rules, who are required to be registered on an online portal developed by the central pollution control board. The E-Waste Rules sets out, amongst others, the responsibilities of a manufacturer, producer, refurbisher or recycler, the procedure for storage of e-waste and the management of solar photo-voltaic modules, panels or cells.

Plastic Waste Management Rules, 2016

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to inter alia, segregate and store the waste generated by them in accordance with the Municipal Solid Waste (Management and Handling) Rules, 2000, as amended, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centres, either on its own or through the authorized waste collection agency.

Public Liability Insurance Act, 1991 (“PLI Act”) and the rules made thereunder

The PLI Act imposes liability on the owner or controller of hazardous substances for any death or injury to any person other than a workman, or any damage to any property arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. Furthermore, the PLIA Act and rules made thereunder mandate that the owner together with the amount of premium, shall also pay to the insurer, a sum equal to the amount of premium

payable to the insurer, as contribution towards the environmental relief fund.

The Battery Waste Management Rules, 2022 (“Battery Rules”)

The Battery Rules are framed under the EPA and apply to every producer, dealer, consumer, entities involved in collection, segregation, transportation, refurbishment and recycling of waste batteries. The Battery Rules prescribe the functions of a producer, consumer, refurbisher, recycler and dealers of the batteries as well as lay down the action on violations and imposition of environmental compensation. The rules cover all types of batteries, viz. electric vehicle batteries, portable batteries, automotive batteries and industrial batteries. The Battery Rules function based on the concept of ‘extended producer responsibility’ (“EPR”), where the producers (including importers) of batteries are responsible for collection and recycling or refurbishment of waste batteries and use of recovered materials from wastes into new batteries. To meet the EPR obligations, producers may engage themselves or authorise any other entity for collection, recycling or refurbishment of waste batteries. Every person or an entity involved in manufacturing of batteries shall register with Central Pollution Control Board (“CPCB”) in accordance with the procedure provided in the Battery Rules.

Labour Laws

The Factories Act, 1948 (“Factories Act”)

The Factories Act defines a “factory” to cover any premises which employs or has employed ten or more workers on any day in the previous twelve months and in which manufacturing process is carried on with the aid of power and, any premises where there are at least twenty workers on any day in the previous twelve months even though there is no electrically aided manufacturing process being carried on. 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 provides that an occupier of a factory, that is, the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of fourteen years in a factory. The occupier and the manager of a factory may be punished in accordance with the Factories Act for different offences in case of contravention of any provision thereof and in case of a continuing contravention after conviction, an additional fine for each day of contravention may be levied.

Other labour laws

In addition to aforementioned material legislations, certain labour laws may be applicable to our Company due to the nature of our business activities, and include the Contract Labour (Regulation and Abolition) Act, 1970; Payment of Wages Act, 1936; Payment of Bonus Act, 1965; Employees’ State Insurance Act, 1948; Employees’ Provident Funds and Miscellaneous Provisions Act, 1952; Equal Remuneration Act, 1976; Payment of Gratuity Act, 1972; Minimum Wages Act, 1948; Employee’s Compensation Act, 1923; and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013.

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Prospectus, namely, (i) the Code on Wages, 2019, 294 which received the assent of the President of India on August 8, 2019, and will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976, and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020, which received the assent of the President of India on September 28, 2020, and will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020, which received the assent of the President of India on September 28, 2020, and will repeal certain enactments including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, and the Payment of Gratuity Act, 1972, and (iv) the Occupational Safety, Health and Working Conditions Code, 2020, which received the assent of the President of India on September 28, 2020 and will repeal certain enactments including the Factories Act, Motor Transport Workers Act, 1961, The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, and the Contract Labour (Regulation and Abolition) Act, 1970.

Intellectual Property Laws

The Trade Marks Act, 1999 (the “Trademarks Act”)

The Trademarks Act governs the statutory protection of trademarks and prohibits any use of deceptively similar trademarks, among others. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of registered trademarks. Indian law permits the registration of trademarks for both goods and services. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark is removed from the register of trademarks and the registration is required to be restored.

The Patents Act, 1970 (“Patents Act”)

The Patents Act recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection. The term of a patent under the Patents Act is twenty years from the date of filing an application for the patent.

The Copyright Act, 1957 (“Copyright Act”)

The Copyright Act, 1957, along with the Copyright Rules, 2013 (“**Copyright Laws**”) governs copyright protection in India. The Register of Copyrights under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

Designs Act, 2000 (“DA”) and the Designs Rules, 2001 (“DR”)

The DA regulates and protects the originality of an article’s design and prohibits the piracy of registered designs. The Central Government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

Foreign investment and trade regulations

The Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the “**Consolidated FDI Policy**”). Under the current Consolidated FDI Policy, foreign investment in manufacturing sector is under automatic route.

Foreign Trade (Development and Regulation) Act, 1992 (the “FTA”)

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, 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. It authorizes the Central Government to formulate as well as announce the foreign trade policy and to keep amending the same on a timely basis. The Central Government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer exporter code (“**IEC**”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is suspended or cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Additionally, the Export Promotion Capital Goods Scheme (“**ECG Scheme**”) under chapter 5 of the FTA allows for import of certain capital goods for pre-production, production and post-production at zero customs duty.

Laws relating to Taxation

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company including Central Goods and Service Tax Act, 2017, Central Goods and Service Tax Rules, 2017, and various state-wise legislations made thereunder; Integrated Goods and Services Tax Act, 2017; Central Sales Tax Act, 1956 and various state-wise legislations made thereunder; Income Tax Act 1961, Income Tax Rules, 1962, as amended by the Finance Act in respective years; Customs Act, 1962; Importer exporter code; Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and State-wise legislations in relation to professional tax.

Other Regulations

In addition to the above, our Company is required to comply with the provisions of the Companies Act, 2013 and the relevant rules, regulations, and orders framed thereunder; all regulations, rules, circulars issued by SEBI from time to time; the Specific Relief Act, 1963, the Transfer of Property Act, 1882, the Registration Act, 1908, the Indian Stamp Act, 1899, the Negotiable Instruments Act, 1881, the Arbitration and Conciliation Act, 1996, the Indian Contract Act, 1872, the Sale of Goods Act, 1930, and other applicable statutes issued by the Centre or the State for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as Raft Motors Private Limited at Mumbai, Maharashtra, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated October 16, 2019, issued by the Registrar of Companies, Central Registration Centre. Our Company was converted from a private limited company to a public limited company pursuant to a Board resolution dated November 21, 2024 and special resolution passed by the Shareholders at the EGM dated November 28, 2024. Consequently, the name of our Company was changed from 'Raft Motors Private Limited' to 'Raft Motors Limited' and a fresh certificate of incorporation consequent upon conversion to public company dated December 16, 2024 was issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation.

Date of change of registered office	Details of change in the registered office	Reasons for change in the registered office
January 3, 2024	Shifting of the registered office From Flat No. 1107 Bliss Unicorn's Global, Arena Tivari Village Naigaon East, Mumbai, Thane - 401208, Maharashtra to S. No. 80, Unite No - 105 and 106, Centre Point, Sativali Road, Waliv Phata, Vasai, Thane - 401208, Maharashtra.	For administrative convenience
December 5, 2024	Shifting of the registered office from S. No. 80, Unite No - 105 and 106, Centre Point, Sativali Rd, Waliv Phata, Vasai (East), Palghar, Vasai East IE, Thane, Vasai, Maharashtra, India, 401208 to B/607, 6th Floor, Kanakia Wall Street, Andheri Kurla Road, Chakala, Andheri (East), Mumbai-400 093.	For administrative convenience

Main objects of our Company

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

"1. To carry on the business of buying, selling, and dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, electrical vehicles, amphibious vehicles, and vehicles suitable for propulsion on the land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical animal, or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with the maintenance, and working of motors in India and outside India.

2. To carry on the business of fabricate and assemble, buy, sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, headlamps, sealed beams, induction hardened pins, axles, alloy springs, accessories, and fittings of all kinds and to act as brokers and marketing agents for aforesaid items."

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on by us.

Amendments to our Memorandum of Association in the last 10 years

The amendments to our Memorandum of Association in the last 10 years preceding the date of this Draft Prospectus are set out below.

Date of Shareholders' resolution	Details of the amendments
November 22, 2021	Amendment to Clause V of our Memorandum of Association to reflect increase in the authorised share capital from ₹5,00,000 divided into 50,000 equity shares of ₹10 each to ₹75,00,000 divided into 7,50,000 equity shares of ₹10 each
August 2, 2023	Amendment to Clause V of our Memorandum of Association to reflect increase in the authorised share capital from ₹75,00,000 divided into 7,50,000 equity shares of ₹10 each to ₹1,00,00,000 divided into 10,00,000 equity shares of ₹10 each
September 1, 2023	Amendment to Clause V of our Memorandum of Association to reflect increase in the authorised share capital from ₹1,00,00,000 divided into 10,00,000 equity shares of ₹10 each to ₹3,00,00,000 divided into 12,50,000 equity shares of ₹10 each and 17,50,000 optionally convertible preference shares of ₹10 each.
November 15, 2023	Amendment to Clause V of our Memorandum of Association to reflect increase in the authorised share capital from ₹3,00,00,000 divided into 12,50,000 equity shares of ₹10 each and 17,50,000 optionally convertible preference shares of ₹10 each to ₹3,40,00,000 divided into 16,50,000 equity shares of ₹10 each

Date of Shareholders' resolution	Details of the amendments
	and 17,50,000 optionally convertible preference shares of ₹10 each by creation of additional 4,00,000 equity shares of ₹10 each.
April 1, 2024	Amendment to Clause V of our Memorandum of Association to reflect increase in the authorised share capital from ₹3,40,00,000 divided into 16,50,000 equity shares of ₹10 each and 17,50,000 optionally convertible preference shares of ₹10 each to ₹5,00,00,000 divided into 32,50,000 equity shares of ₹10 each and 17,50,000 optionally convertible preference shares of ₹10 each by creation of additional 4,00,000 equity shares of ₹10 each.
April 22, 2024	Amendment to Clause V of our Memorandum of Association to reflect reclassification of our authorised share capital from ₹5,00,00,000 divided into 32,50,000 equity shares of ₹10 each and 17,50,000 optionally convertible preference shares of ₹10 each to ₹5,00,00,000 divided into 50,00,000 equity shares of ₹10 each
November 28, 2024	Amendment to Clause I of our Memorandum of Association to reflect change in the name of our Company from 'Raft Motors Private Limited' to 'Raft Motors Limited'
December 20, 2024	Amendment to Clause V of our Memorandum of Association to reflect increase in the authorised share capital from ₹5,00,00,000 divided into 50,00,000 equity shares of ₹10 each to ₹24,00,00,000 divided into 2,40,00,000 equity shares of ₹10 each by creation of additional 1,90,00,000 equity shares of ₹10 each.

Corporate Profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, launch of key products, entry into new geographies or exit from existing markets, customers, capacity build-up, technology, and managerial competence, see “*Our Business*”, “*Our Management*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Risk Factors*” beginning on pages 97, 131, 187, and 20, respectively.

Major events in the history of our Company

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

Fiscal	Particulars
2019	Incorporation of our Company
2021	Started contract manufacturing unit in Bhiwandi
2022	Awarded Best Electric Scooter Manufacturer at the Global Excellence Awards
2023	Opened first showroom in Satna, Madhya Pradesh
2023	Takeover of the Company by the Cosmic Birla Group
2024	Opened first showroom in Kolkata
2024	Sourav Ganguly roped-in as brand ambassador
2024	Excellence in Electric Two Wheelers by Times Brand Icon
2024	Conversion into a public limited company

Awards and Accreditations

Calendar Year	Details
2023	Best EV Joint Venture in India at Industry Leaders Awards, 2023 from Brand Empower
2024	India’s Fastest Growing Sustainable Brands 2023-24 award by Asia One
2024	Excellence in Electric Two Wheelers by Times Brand Icon

Holding Company

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

Our Subsidiary, Associates and Joint Ventures

As on the date of this Draft Prospectus, our Company does not have any subsidiary, associate or joint ventures.

Significant financial or strategic partners

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

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, see “*Our Business*” and “*History and certain corporate matters - Major Events in the History of our Company*” on pages 97 and 128, respectively.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, or amalgamations, in the last 10 years

Our Company has not acquired any business or undertaking and has not undertaken any merger, or amalgamation in last 10 years.

Shareholders' agreements and other agreements

Our Company has not entered into any shareholders' agreement as on the date of this Draft Prospectus.

Revaluation of Assets

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last 10 years.

Time and cost over-runs

There have been no time and cost over-runs in respect of our business operations.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Accumulated profits or losses

As on the date of this Draft Prospectus, there are no accumulated profits or losses that have not been accounted for or consolidated by our Company.

Agreements with Key Managerial Personnel, Director, Promoter, or any other employee

There are no agreements entered into by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company. For further details, see "*Capital Structure*" on page 53.

Guarantees Given by our Promoters

As on the date of this Draft Prospectus, no guarantee has been issued by our Promoters.

Key terms of other subsisting material agreements

Our Company has not entered into any material agreement including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company.

OUR MANAGEMENT

In terms of our Articles of Association, our Company can have a maximum of fifteen Directors. As on the date of this Draft Prospectus, our Board comprises five Directors, which includes one Non-Executive Director and Chairman, one Whole-Time Director, one Non-Executive Non-Independent Director, and two Independent Directors (including one woman Director).

Details regarding our Board as on the date of this Draft Prospectus are set forth below:

S. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
1.	<p>Aditya Vikram Birla</p> <p>Designation: Non-Executive Director and Chairman</p> <p>Term: Liable to retire by rotation</p> <p>Period of directorship: Since November 21, 2024</p> <p>Address: 11A, Dover Lane, Sarat Bose Road, Kolkata – 700 029, West Bengal, India</p> <p>Occupation: Business</p> <p>Date of Birth: August 6, 1989</p> <p>DIN: 06613927</p> <p>Age: 35 years</p>	<ul style="list-style-type: none"> • M/s. Cosmic CRF Limited as Managing Director • N. S. Engineering Projects Private Limited, • Cosmic Castings Limited, • AVB Endeavors Private Limited, • Cosmic Rail Solutions Limited, • Cosmic Spring & Engineers Limited, • Cosmic EV Limited, • Parasparya Commercial Private Limited, • Apollo Vinimay Private Limited, • Comet Tradecom Private Limited, • Prilika Enterprises Private Limited, • Pragati Realtors Private Limited, • AVB Entech Private Limited, • Comet Technocom Pvt. Ltd, • Cosmic Steels Private Limited, • Adarsh Technocom Private Limited, • Asansol Steel Castings Pvt. Ltd.
2.	<p>Kushal Choudhury</p> <p>Designation: Whole-Time Director</p> <p>Term: 3 years from November 28, 2024</p> <p>Period of directorship: Since November 21, 2024</p> <p>Address: 41, Elgin Road, L.R Sarani Kolkata - 700 020, West Bengal, India</p> <p>Occupation: Self-employed</p> <p>Date of Birth: April 11, 1987</p> <p>DIN: 03359252</p> <p>Age: 37 years</p>	<ul style="list-style-type: none"> • Luminous Tie-Up Private Limited • Morn Logistics Private Limited
3.	<p>Gayatri Birla Agrawal</p>	Nil

S. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	<p>Designation: Non-Executive Director</p> <p>Term: Liable to retire by rotation</p> <p>Period of directorship: Since November 21, 2024</p> <p>Address: 21, Garcha 1st Lane Ballygunge, Kolkata – 700019, West Bengal, India</p> <p>Occupation: Professional</p> <p>Date of Birth: December 30, 1989</p> <p>DIN: 10854876</p> <p>Age: 35 years</p>	
4.	<p>Amit Singhania</p> <p>Designation: Independent Director</p> <p>Term: 5 years from November 28, 2024</p> <p>Period of directorship: Since November 28, 2024</p> <p>Address: South City Garden, 61, B. L. Saha Road, Tower 3, Flat-8A, New Alipore, Kolkata – 700053, West Bengal, India</p> <p>Occupation: Professional</p> <p>Date of Birth: July 19, 1986</p> <p>DIN: 07205621</p> <p>Age: 38 years</p>	<ul style="list-style-type: none"> • Sylvan Plyboard (India) Limited
5.	<p>Nikita Rateria</p> <p>Designation: Independent Director</p> <p>Term: 5 years from November 28, 2024</p> <p>Period of directorship: Since November 28, 2024</p> <p>Address: 7/A Sikdar Para Lane, near Kalakar Street Post Office, Barabazar, Kolkata – 700 007, West Bengal, India</p> <p>Occupation: Professional</p> <p>Date of Birth: October 12, 1989</p> <p>DIN: 07754275</p> <p>Age: 35 years</p>	Nil

Brief Biographies of Directors

Aditya Vikram Birla is the Individual Promoter and Non-Executive Director of our Company and Chairman of our Board. He holds a bachelor's degree in business administration from Jadavpur University, Kolkata and a post-graduate diploma in business administration from Cardiff University, United Kingdom. He has an experience of more than a decade in manufacturing of cold rolled components, spares and components for railways and wagon industry, electric two wheeler industry and in the areas of business development, management, finance and administration. He has been associated with our Company since November 21, 2024 and oversees our operations, contributes to strategic decisions and seeks to ensure our Company achieves targets in accordance with our plans.

Kushal Choudhury is a Whole-Time Director on the Board of our Company. He holds a bachelor's degree in commerce from the University of Calcutta. He was previously associated with Red Comet Events as co-founder and partner for 4 years where

he was responsible for production, logistics and operations. He has been associated with our Company since November 21, 2024 and is responsible for overall management and administration and exercises significant decision-making authority as part of our Board.

Gayatri Birla Agrawal is a Non-Executive Director on the Board of our Company. She holds a bachelors of arts degree in English from the University of Calcutta has also cleared the examinations of the masters of arts degree in journalism and mass communication from the University of Calcutta. She has also completed a summer school program in international journalism and society from the London School of Economics and Political Science. She has been associated with our Company since November 21, 2024 and provides judgment on corporate strategy, performance and resources. She is presently working as an independent education consultant for higher studies.

Amit Singhania is an Independent Director on the Board of our Company. He holds a bachelor’s degree in commerce from the University of Calcutta. He is also an associate member of the Institute of Company Secretaries of India and a fellow of the Institute of Chartered Accountants of India. He has also completed a certificate course in forensic accounting & fraud detection and a post qualification course in information systems audit, both from the ICAI. He is a partner of Kedia Singhania & Co, Chartered Accountants, and has been involved in the fields of accounting, audit and legal compliance for around 12 years.

Nikita Rateria is an Independent Director on the Board of our Company. She holds a bachelor’s degree in commerce from the University of Calcutta and a bachelor’s degree in law from Fakir Mohan University. She is also an associate member of the Institute of Company Secretaries of India. She was previously associated with Silverpoint Infratech Limited as company secretary, has worked as an independent consultant and is currently associated with Kaizen Agro Infrabuild Limited (earlier known as Anubhav Infrastructure Limited) as company secretary.

Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel

Except as disclosed below, none of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other:

Name of Director	Related	Nature of Relationship
Aditya Vikram Birla	Gayatri Birla Agrawal	Sister
Gayatri Birla Agrawal	Aditya Vikram Birla	Brother

Arrangement or understanding with major Shareholders, customers, suppliers or others

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors have been appointed on the Board.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Terms of Appointment of our Executive Director

Kushal Choudhury - Whole-Time Director

Kushal Choudhury is a Whole-Time Director on the Board of our Company, for a term of three years with effect from November 28, 2024, pursuant to the resolutions passed by our Board on November 21, 2024 and Shareholders at the EGM held on November 28, 2024.

Further, pursuant to resolution of our Board dated November 21, 2024 and a resolution passed by the Shareholders dated November 28, 2024, our Company has set out the terms of his remuneration in accordance with the provisions of sections 196, 197 and 203 read with Schedule V of the Companies Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. A description of remuneration payable to Kushal Choudhury with effect from November 21, 2024 pursuant to the resolutions passed by our Board on November 21, 2024 and the Shareholders’ at the EGM dated November 28, 2024, is provided below:

Basic Salary	₹ 2,00,000 per month
Perquisites	<ol style="list-style-type: none"> 1. Medical reimbursement for self and family as per the rules of the Company. 2. Leave travel reimbursement of for both domestic & foreign travel along with family as per the rules of the Company. 3. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company. 4. Encashment of leave as per the rules of the Company.

	5. Car, telephone at residence and mobile phone for use on Company's business.
Minimum Remuneration	The remuneration payable to the Whole-time Director will be well within the limits specified in Section II of part II of Schedule V of the Companies Act, 2013.

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Financial Year 2024 are set forth below.

Remuneration to our Executive Director

Details of the remuneration paid to our Executive Director in Financial Year 2024 is set forth below:

S. No.	Name of Executive Director	Remuneration (in ₹ lakhs)
1.	Kushal Choudhury	Nil

Remuneration to our Non-Executive and Independent Directors

Pursuant to a resolution passed by our Board dated December 5, 2024, our Non-Executive Directors and Independent Directors are entitled to receive sitting fees of ₹10,000 per sitting for every meeting of the Board and for every meeting of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee. Details of the remuneration paid to the Non-Executive Directors and Independent Directors of our Company in the Financial Year 2024 are set forth below.

S. No.	Name of Non-Executive and Independent Directors	Directors Sitting Fees (in ₹ lakhs)	Commission (in ₹ lakhs)	Total (in ₹ lakhs)
1.	Aditya Vikram Birla	Nil	Nil	Nil
2.	Gayatri Birla Agrawal	Nil	Nil	Nil
3.	Amit Singhanian*	Nil	Nil	Nil
4.	Nikita Rateria*	Nil	Nil	Nil

* Appointed as Independent Director with effect from November 28, 2024.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares of our Company, as on the date of this Draft Prospectus:

S. No.	Name	No. of Equity Shares	Percentage of the pre- Offer Equity Share Capital (%)	No. of Equity Shares	Percentage of the post-Offer of Equity Share Capital (%)
1.	Aditya Vikram Birla	57,63,750	38.26	53,53,750*	[●]
2.	Kushal Choudhury	7,500	0.05	7,500	[●]
3.	Gayatri Birla Agrawal	7,200	0.05	7,200	[●]
Total		57,78,450	38.36	53,68,450	[●]

* To be updated in prospectus

Confirmations

None of our Directors is, or was, a director of any listed company during the last five years preceding the date of this Draft Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been, or was delisted from any stock exchange during the term of their directorship in such company

None of our Directors have been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

None of our Directors have been identified as Wilful Defaulters or a Fraudulent Borrower, as defined under the RBI guidelines/master circulars on Wilful Defaulters and Fraudulent Borrowers.

Interests of Directors

Other than our Directors who are nominated, all Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board as well as to the extent of other remuneration, commissions and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Certain of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them or the shareholder they represent.

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 by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors have any interest in any property purchased or acquired in the three years preceding the date of this Draft Prospectus or proposed to be purchased or acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

None of our Directors have any interest in any property acquired or proposed to be acquired of the Company or by the Company except the land with structure situated at Domjur, West Bengal proposed to be acquired with the Issue Proceeds for setting up of the new manufacturing unit for manufacturing of electric two wheelers and its component. The said land with structure is owned by N S Engineering Projects Private Limited which is indirectly owned by our promoter and Chairman Aditya Vikram Birla.

The Directors may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer.

No amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors.

No loans have been availed by our Directors from our Company.

Our Director, Aditya Vikram Birla, is also director in Cosmic EV Limited, which is having similar object as our Company, and have common pursuits as that of our Company.

Except Aditya Vikram Birla who is our Individual Promoter, none of our Directors have any interests in the promotion or formation of our Company.

Except to the extent of Aditya Vikram Birla's participation in the Offer for Sale, there is no material existing or anticipated transaction whereby Directors will receive any proceeds from the Net Offer.

Except as disclosed above, none of our Directors are associated with entities in a similar line of business as our Company.

Except as disclosed in this section, our Directors do not have any other interest in our business.

Changes in our Board in the last three years

Details of the changes in our Board in the last three years are set forth below.

Name	Date of Change	Reason
Shailendra Mahesh Pandey	October 3, 2022	Resignation as Director
Prem Narayan Pandey	November 16, 2023	Resignation as Director
Rakesh Vasant Salve	May 23, 2024	Resignation as Director
Ravi Kumar Birla	June 25, 2024	Resignation as Director
Parivesh Shukla	July 12, 2024	Removal from the Board by the Shareholders resolution.
Saugata Saha	November 21, 2024	Resignation as Director
Aditya Vikram Birla	November 21, 2024	Appointment as Non-Executive Director and Chairman
Gayatri Birla Agrawal	November 21, 2024	Appointment as Non-Executive Director
Kushal Choudhury	November 21, 2024	Appointment as Whole-Time Director
Amit Singhania	November 28, 2024	Appointment as Independent Director*
Nikita Rateria	November 28, 2024	Appointment as Independent Director*
Rohit Tibrewal	December 5, 2024	Resignation as Director

*Regularised pursuant to a resolution passed by the Shareholders on November 28, 2024.

Borrowing Powers of Board

Pursuant to a resolution passed by our Board in its meeting dated November 21, 2024 and our Shareholders in their EGM held on November 28, 2024, our Board is authorised to borrow such sum or sums of moneys and for availing all kinds and types of loans, advances and credit/financing/debt facilities including issuance of all kinds of debentures/bonds and other debt instruments, from time to time, up to a sum of ₹500.00 crore at any point of time on account of principal, for and on behalf of our Company, from its bankers, other banks, non-banking financial companies, financial institutions, companies, firms, bodies corporate, cooperative banks, investment institutions and their subsidiaries, mutual funds, trusts, or from any other person as may be permitted under applicable laws, whether unsecured or secured.

Corporate Governance

As our Company is proposing this Offer in terms of Chapter IX of the SEBI ICDR Regulations, as on date of this Draft Prospectus, the requirements specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Listing Regulations are not applicable to our Company. In additions, the provisions of the Companies Act, 2013 relating to corporate governance will be applicable to our Company immediately up on the listing of Equity Shares on the BSE SME. However, our Company has complied with the corporate governance requirements, particularly in relation to appointment of independent directors including that of a woman director on our Board, constitution of an Audit Committee, Stakeholders' Relationship Committee, and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

As on the date of this Draft Prospectus, our Board comprises five Directors, which includes one Chairman and Non-Executive Director, one Whole-Time Director, two Independent Directors (including one woman Director) and one Non-Executive Non-Independent Director. In compliance with Section 152 of the Companies Act, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act.

Committees of the Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

Audit Committee

The members of the Audit Committee are:

S. No.	Name of Director	Committee Designation	Nature of Directorship
1.	Amit Singhania	Chairperson	Independent Director
2.	Nikita Rateria	Member	Independent Director
3.	Kushal Choudhury	Member	Whole-time Director
4.	Aditya Vikram Birla	Member	Chairman and Non-executive Director

The Company Secretary of our Company shall act as the secretary to the Audit Committee:

The Audit Committee was constituted pursuant to resolution passed by our Board in its meeting held on December 5, 2024. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed by our Board, *inter alia*, include:

The Audit Committee shall be responsible for, among other things, as may be required by Stock Exchange from time to time, the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- a. Matters required being included in the Directors Responsibility Statement to be included in the Board 's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor 's independence and performance and effectiveness of audit process.
 8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, 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 on any significant findings and follow up thereon.
 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 nonpayment of declared dividends) and creditors.
 18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- a. To investigate any activity within its terms of reference
- b. To seek information from any employee
- c. To obtain outside legal or other professional advice
- d. To secure attendance of outsiders with relevant expertise if it considers necessary
- e. The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

Reviewing Powers

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

S. No.	Name of Director	Committee Designation	Nature of Directorship
1.	Nikita Rateria	Chairperson	Independent Director
2.	Amit Singhania	Member	Independent Director
3.	Aditya Vikram Birla	Member	Chairman and Non-Executive Director

The Company Secretary of our Company shall act as the secretary to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee was constituted pursuant to resolution passed by our Board in its meeting held on December 5, 2024. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed by our Board, *inter alia*, include:

1. Formulation of the criteria for determining qualification, 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. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. devising a policy on Board diversity;
4. 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.
5. 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.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

S. No.	Name of Director	Committee Designation	Nature of Directorship
1.	Nikita Rateria	Chairperson	Independent Director
2.	Amit Singhania	Member	Independent Director
3.	Aditya Vikram Birla	Member	Chairman and Non-Executive Director

The Company Secretary of our Company shall act as the secretary to the Stakeholders' Relationship Committee.

The Stakeholders' Relationship Committee was constituted pursuant to resolution passed by our Board in its meeting held on December 5, 2024. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to resolution passed

by our Board, *inter alia*, include:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and;
5. Carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

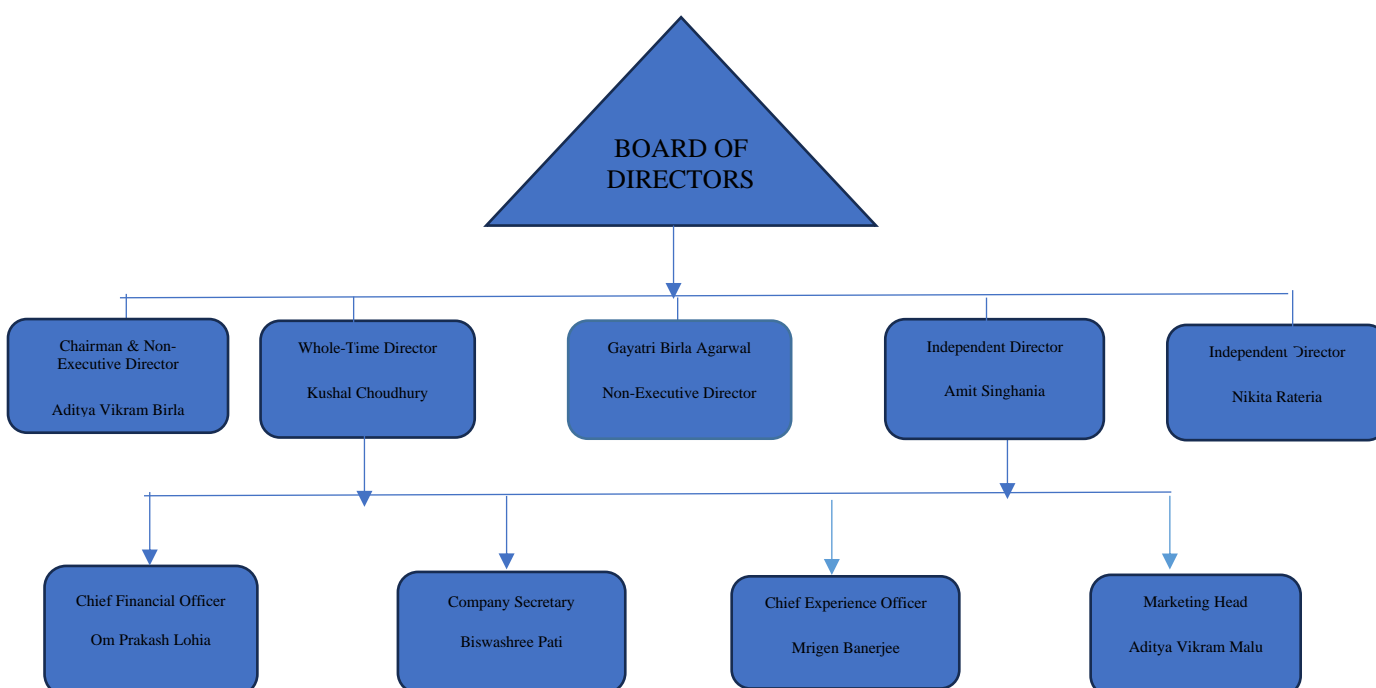
The members of the Corporate Social Responsibility Committee are:

S. No.	Name of Director	Committee Designation	Nature of Directorship
1.	Aditya Vikram Birla	Chairperson	Chairman and Non-Executive Director
2.	Nikita Rateria	Member	Independent Director
3.	Amit Singhania	Member	Independent Director

The Corporate Social Responsibility Committee was constituted pursuant to resolution passed by our Board in its meeting held on December 5, 2024. The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act and its terms of reference as stipulated pursuant to resolution passed by our Board, *inter alia*, include:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy ("CSR Policy") which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013;
2. To recommend the amount of expenditure to be incurred on the activities referred to in the CSR Policy;
3. To monitor the CSR Policy of our Company from time to time.

Management Organisation Structure



Key Managerial Personnel

In addition to Kushal Choudhury, our Whole-Time Director, whose details are provided in “– *Brief Biographies of Directors*”, the details of our other Key Managerial Personnel as on the date of this Draft Prospectus are set forth below:

Om Prakash Lohia is the Chief Financial Officer of our Company. He holds a bachelor’s degree in commerce from Rajasthan University and is an associate member of the Institute of Chartered Accountants of India. He was previously associated with Crescent Foundry Company Private Limited as Head – Finance & Accounts, and with Kanoria Chemicals & Industries Limited, Star Ferro and Cement Limited and Emami Biotech Limited. At our Company, he is responsible for overseeing the Company’s financial health, and driving our financial planning, risk management and corporate strategy. He has been associated with our Company since December 5, 2024. Accordingly, he was not paid any remuneration in Fiscal 2024.

Biswashree Pati is the Company Secretary and Compliance Officer of our Company. She holds a bachelor’s degree in commerce from Utkal University and is also an associate member of the Institute of Company Secretaries of India. She was previously associated with M. Jhunjhunwala & Associates and Radar Vision Limited in secretarial roles. At our Company, she oversees our compliance and governance functions and also acts as liaison between the Board and shareholders. She has been associated with our Company since December 5, 2024. Accordingly, she was not paid any remuneration in Fiscal 2024.

Senior Management Personnel of our Company

In addition to Om Prakash Lohia, the Chief Financial Officer of our Company and Biswashree Pati, the Company Secretary and Compliance Officer of our Company, whose details are provided in “*Our Management – Key Managerial Personnel of our Company*” on page 131, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Prospectus are set forth below:

Aditya Vikram Malu is the Marketing Head of our Company. He has cleared the Indian School Certificate examinations and has also cleared the level II examinations of the business management (foundation certificate) course from Wigan and Leigh College, Kolkata. He was previously associated with Premier Electric and Refrigeration Company in sales and marketing for around 8 years. At our Company, he drives business growth through marketing strategies, brand awareness and improvements in customer experience. He joined our Company on April 1, 2024. Accordingly, he was not paid any remuneration in Fiscal 2024.

Mrigen Banerjee is the Chief Experience Officer of our Company. He holds a bachelor’s degree in commerce from the University of Calcutta. He was previously associated with Hero Honda Motors Limited, Niloy Motors Limited, Jagdamba Motors Private Limited and Aftek Motors India Private Limited. At our Company, he is involved in enhancing customer and employee experience, research, communications and collaboration. He joined our Company from September 20, 2024 as CXO. Accordingly, he was not paid any remuneration in Fiscal 2024.

Relationship between our Key Managerial Personnel and between our Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel are related to each other:

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except for our Whole-time Director, Kushal Choudhury, who holds 7,500 Equity Shares, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares of our Company, as on the date of this Draft Prospectus.

Bonus or Profit Sharing Plans of the Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel are party to any bonus or profit-sharing plan of our Company, other than the performance linked incentives given to Key Managerial Personnel and Senior Management Personnel.

Status of Key Managerial Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Interests of Key Managerial Personnel and Senior Management Personnel

Except as disclosed in “*Our Management - Interests of Directors*” none of our Key Managerial Personnel and Senior Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. The Key Managerial Personnel and Senior Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in the Company.

None of our Key Managerial Personnel and Senior Management Personnel have been paid any consideration of any nature from our Company, other than their remuneration.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel and Senior Management Personnel was selected as member of senior management.

Changes in our Key Managerial Personnel and Senior Management Personnel

Except as disclosed below, there have been no changes in the Key Managerial Personnel and Senior Management Personnel in the last three years preceding the date of this Draft Prospectus:

Name	Date of change	Reason for change
Kushal Choudhury	November 21, 2024	Appointment as Whole-Time Director
Om Prakash Lohia	December 5, 2024	Appointment as Chief Financial Officer
Biswashree Pati	December 5, 2024	Appointment as Company Secretary
Aditya Vikram Malu	April 1, 2024	Appointment as Marketing Head
Mrigen Banerjee	September 20, 2024	Appointment as Chief Experience Officer

Service Contracts with Directors, Key Managerial Personnel and Senior Management Personnel

Other than statutory benefits upon termination of their employment in our Company on retirement, no officer of our Company, including our Directors or the Key Managerial Personnel and Senior Management Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment. Further, none of our Directors have entered into a service contract with our Company pursuant to which they have been appointed as a director of our Company or their remuneration has been fixed in the preceding two years.

Contingent and deferred compensation payable to our Directors, Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to our Directors, Key Managerial Personnel and Senior Management Personnel, which does not form a part of their remuneration.

Payment or benefit to Key Managerial Personnel and Senior Management Personnel

Except as stated in this section, no non-salary amount or benefit has been paid or given to any of our Company's officers including Key Managerial Personnel and Senior Management Personnel within the two preceding years or is intended to be paid or given.

Employees Stock Options

Our Company does not have an employee stock option scheme as on the date of this Draft Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Aditya Vikram Birla
2. AVB Endeavors Private Limited

As on the date of this Draft Prospectus, our Promoters hold 99,63,750 Equity Shares in aggregate, representing 66.14% of the issued, subscribed and paid-up Equity Share capital of our Company.

I. Details of our Individual Promoter



Aditya Vikram Birla, aged 35 years, is a citizen of India and is the Chairman and Non-Executive Director of our Company. He resides at 11A, Dover Lane, Sarat Bose Road, Kolkata – 700 029, West Bengal, India. For complete profile of Aditya Vikram Birla along with his date of birth, educational qualification, personal address, experience in the business/ employment, positions/ posts held in past, directorship, special achievements, his business and financial activities, see “Our Management” and “Our Management – Brief Biographies of Directors” beginning on page 131.

Aditya Vikram Birla’s PAN is AORPB6156M.

Our Company confirms that the permanent account numbers, bank account numbers, Aadhar card numbers, passport numbers and driving license numbers of our Individual Promoter will be submitted to BSE at the time of filing of this Draft Prospectus.

Other ventures of our Individual Promoter

The other ventures in which our Individuals Promoter is involved are as follows:

Aditya Vikram Birla

S. No.	Name of the entity	Nature of interest
1.	Cosmic CRF Limited	Managing Director and shareholder
2.	Prilika Enterprises Private Limited	Director and shareholder
3.	Cosmic EV Limited	Director and shareholder
4.	AVB Endeavors Private Limited	Director and shareholder
5.	AVB Entech Private Limited	Director and shareholder
6.	Cosmic Rail Solutions Limited	Director and shareholder
7.	N.S.Engineering Projects Private Limited	Director
8.	Adarsh Technocom Private Limited	Director
9.	Apollo Vinimay Private Limited	Director
10.	Asansol Steel Castings Private Limited	Director and shareholder
11.	.Paraspyara Commercial Private Limited	Director and shareholder
12.	Cosmic Steel Private Limited	Director
13.	Comet Technocom Private Limited	Director and shareholder
14.	Comet Tradecom Private Limited	Director and shareholder
15.	Pragati Realtors Private Limited	Director
16.	Cosmic Springs & Engineers Limited	Director and shareholder
17.	Cosmic Castings Limited	Director and shareholder
18.	A&J Main & Co (Engineers) LLP	Body Corporate DP Nominee

II. Details of our Corporate Promoter

AVB Endeavors Private Limited

AVB Endeavors Private Limited was incorporated on October 11, 2023 as a private limited company under the Companies Act, 2013.

The registered office of AVB Endeavors Private Limited is at 19, Monohar Pukur Road, Cosmic Tower, 3rd Floor, Sarat Bose Road, Kolkata – 700 029, West Bengal, India. AVB Endeavors Private Limited is engaged in wholesale and retail trade of machinery, equipment, and supplies, not limited to computer – controlled machine tools, and computer controlled other machineries.

AVB Endeavors Private Limited has not changed its principal activities from the date of its incorporation.

Shareholding pattern:

Name	Shareholding (%)
Aditya Vikram Birla	56.90
Purvi Birla	15.52
Aditya Vikram Birla HUF	27.58

Board of directors:

Name	Designation
Aditya Vikram Birla	Director
Purvi Birla	Director

Change in control:

There has been no change in control of AVB Endeavors Private Limited in the last three years preceding the date of this Draft Prospectus.

Company has issued capital on right basis to the existing shareholders on 18.03.2024.

Consequent to the above change the shareholding of the promoters is as below

Serial no.	Name of the shareholder	% Before right issue	% After right issue
1	Aditya Vikram Birla	50%	56.90
2	Purvi Birla	50%	15.52
3	Aditya Vikram Birla HUF	-	27.58

Promoters of AVB Endeavors Private Limited:

The promoters of AVB Endeavors Private Limited are Aditya Vikram Birla and Purvi Birla.

Our Company confirms that the PAN, bank account number, company registration number and the address of the RoC where our Corporate Promoter is registered, shall be submitted to the BSE at the time of filing of this Draft Prospectus.

Interest of our Promoters

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their respective shareholding in our Company, the shareholding of their relatives, to the extent relevant, in our Company and the dividends payable, if any, and any other distributions in respect of the Equity Shares held by them or their relatives; (iii) in case of Aditya Vikram Birla to the extent of being the Chairman and Non-Executive Director of our Company and the reimbursement of expenses payable by our Company to him; and (v) of being shareholders of the Company. For details, please see “*Capital Structure*” and “*Our Management*” beginning on pages 53 and 131.

None of our Promoters have any interest, whether direct or indirect, in the properties acquired or proposed to be acquired by our Company in the three years preceding the date of this Draft Prospectus except as disclosed below:

The land with proposed structure of 2,00,000 sq.ft of shed area and 15,000 sq ft. for admin building for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal, is proposed to be acquired out of the proceeds from fresh issue by our Company from N.S. Engineering Projects Private Limited which is a promoter group company.

Further, none of our Promoters have any interest, whether direct or indirect, in any transaction of our Company for acquisition of land, construction of building or supply of machinery except as disclosed below.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise, as applicable, for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Common Pursuits of our Promoters

One of our promoter group company, Cosmic EV Limited, is having similar object as our Company, and have common pursuits as that of our Company.

Payment or Benefits to our Promoters

Except as stated in the section “*Our Management*” beginning on page 131 and “*Other Financial Information – Related Party Transactions*” beginning on page 186, there has been no amount or benefit paid or given, respectively, to our Promoters or members of our Promoter Group during the two years prior to date of this Draft Prospectus and no amount or benefit is intended to be paid or given to any of our Promoters or members of our Promoter Group.

Change in the control of our Company

Our Promoters are not the original promoters of our Company. Pursuant to a resolution passed by the Board of Directors of our Company on January 10, 2024, Parivesh Shukla and Rakesh Salve, the original promoters of our Company were classified as non-promoters and Aditya Vikram Birla become our Individual Promoter. Subsequently, pursuant to a Board resolution dated June 10, 2024, AVB Endeavors Private Limited was also classified as our Corporate Promoter.

Experience of our Promoters in the business of our Company

Our Individual Promoter holds experience in the business of our Company. For details in relation to experience of our Individual Promoter in the business of our Company, please refer to the chapter titled “*Our Management*” beginning on page 131 of this Draft Prospectus.

Material guarantees to third parties with respect to the Equity Shares

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

S. No.	Name of the company	Date of disassociation	Reason for disassociation
1.	AAR ESS Homes Private Limited	April 14, 2023	Resignation from the board of directors and sale of shareholding aggregating to 10%
2.	Cosmet Food Products LLP	March 10, 2023	Resignation from the post of designated partner
3.	Carro Enterprises Private Limited	March 25, 2022	Resignation from the board of directors
4.	Topsell Vinimay Private Limited	September 30, 2016	Resignation from the board of directors

For other relevant confirmations in relation to our Promoters and Promoter Group, see “*Other Regulatory and Statutory Disclosures – Prohibition by SEBI or other Governmental Authorities*” on page 205.

Other confirmations

Our Promoters and members of our Promoter Group have not been declared wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been promoter, director, or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Promoter Group

Apart from our Promoters, the following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons who are part of our Promoter Group

Name of the Promoter	Members of the Promoter Group	Relationship with the Promoter
Aditya Vikram Birla	Gayatri Birla Agrawal	Sister
	Purvi Birla	Wife
	Ravi Kumar Birla	Father
	Suranjana Birla	Mother
	Kabir Aditya Birla	Son
	Pawan Kumar Tibrewalla	Spouse's father
	Seema Tibrewalla	Spouse's mother
	Disha Tibrewalla	Spouse's sister

Entities forming part of our Promoter Group

1. Prilika Enterprises Private Limited
2. Cosmic CRF Limited
3. Cosmic EV Limited
4. AVB Endeavors Private Limited
5. AVB Entech Private Limited
6. Cosmic Rail Solutions Limited
7. N S Engineering Projects Private Limited
8. Adarsh Technocom Private Limited
9. Apollo Vinimay Private Limited
10. Asansol Steel Castings Private Limited
11. .Paraspyara Commercial Private Limited
12. Cosmic Steel Private Limited
13. Comet Technocom Private Limited
14. Pragati Realtors Private Limited
15. Cosmic Springs & Engineers Limited
16. Cosmic Castings Limited
17. A&J Main & Co (Engineers) LLP

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, pursuant to a resolution of our Board dated December 21, 2024 and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), 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, as disclosed in the section titled “*Financial Information*” on page 151 of this Draft Prospectus.

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, AVB Entech Private Limited, Cosmic CRF Limited, N.S. Engineering Projects Private Limited, Cosmic EV Limited and Prilika Enterprises Private Limited have been identified and considered as the Group Companies of our Company.

A. Details of our Group Company

1. AVB Entech Private Limited

Registered Office

The registered office of AVB Entech Private Limited is situated at 19, Monohar Pukur Road, Kolkata, West Bengal – 700029, India.

Main Objects

To carry on business as manufacturers, fabricators, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants of engineering goods and to deal in all kinds and forms of ferrous and non-ferrous metals, coal, coke, forging items, casting items, Ferro alloys, iron and steel, ferrous and non-ferrous castings of all kinds and in particular Steel, chilled and malleable castings, special alloy casting, gun metal, copper, brass, and aluminum casting and foundry work of all kinds; forgings stampings and allied products and all other materials made wholly or partly of iron, steel, alloys, and metals required in or used for industrial, defence, airways, agricultural, power plants and/or for construction of transmission lines, bridges, roads and highways, transport systems, equipments, plant, machineries of any type and deal in the business of exports, imports, buyers, sellers, dealers, distributors, indenting agents, commission agent, consignment agents, selling agents, buying agents of all kinds of goods, merchandise, machinery, equipment's articles manufacturing or otherwise produce of all kinds.

Financial Performance

The Financial performance of AVB Entech Private Limited as on the date of this Draft Prospectus is as follows:

(₹ in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity capital	5.00	1.00	NA
Reserves and surplus (excluding revaluation)	786.53	19.44	NA
Sales/ Revenue from Operations	74.94	52.31	NA
Profit/(Loss) after tax	18.14	0.49	NA
Earnings per share (₹) (Basic)	1,534.17	194.40	NA
Earnings per share (₹) (Diluted)	1,534.17	194.40	NA
Net Worth available to equity shareholders	791.53	20.44	NA
Net asset value per share (₹)	1,583.05	14.85	NA

2. Cosmic CRF Limited

Registered Office

The registered office of Cosmic CRF Limited is situated at 19, Monohar Pukur Road, Kolkata, West Bengal, India, 700029, India.

Main Objects

To manufacture and trade railway components, cold rolled formed sections, forged items, non-forged items, steel plates and coils, tubes, and any other allied components and products for the railways, wagons, locomotives, bogies, automobiles, passenger coach, metro rail and defense equipment.

Financial Performance

The Financial performance of Cosmic CRF Limited as on the date of this Draft Prospectus is as follows:

(₹ in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity capital	819.80	510.00	395.70
Preference Capital	49.00	49.00	-
Reserves and surplus (excluding revaluation)	19,694.79	629.40	(11.80)
Sales/ Revenue from Operations	25,347.69	12,148.90	-
Profit/(Loss) after tax	1,275.49	641.19	(11.80)
Earnings per share (₹) (Basic)	19.35	13.50	(2.52)
Earnings per share (₹) (Diluted)	19.35	13.50	(2.52)
Net Worth available to equity shareholders	20,514.59	1,139.40	383.90
Net asset value per share (₹)	256.21	31.95	9.70

Listing Status

The equity share of the Cosmic CRF Limited are listed on BSE SME and the script name is COSMICCRF.

3. N. S. Engineering Projects Private Limited

Registered Office address

The registered office of N. S. Engineering Projects Private Limited is situated at Dakshin Jharpadaha, ONGC Road Domjur, Howrah, West Bengal- 711405, India.

Main Objects

To carry on the business of civil, mechanical, electrical and consulting engineers, agricultural engineers, aviation engineers, construction engineers and engineers in all branches of work whatsoever known to engineering, erectors mechanics, manufacturers of any kind of machineries, accessories or of any parts thereof, railway wagons, track components, boiler maker, wire drawer, wood workers, metallurgists, galvanishers, jappaners, enamellers, electroplaters, silverplaters, nickel platers, varnishers, vulcanisers, water supply and hydraulic engineers, marine engineers, painters and packing casemakers, manufacturers of all other instruments used in or in connection with any of the above business, and of motors, machinery and scientific appliances, arrange all kinds of engineering/machinery and scientific machine operators and workers apparatus and devices of every description whatsoever rolling stock, timber goods, iron, steel and other metal implements, tools, utensils and convenience of every kind. etc.

Financial Performance

The Financial performance of N. S. Engineering Projects Private Limited as on the date of this Draft Prospectus is as follows:

(₹ in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity capital	1,116.27	1,116.27	1,116.27
Reserves and surplus (excluding revaluation)	(3,036.71)	(2,670.16)	(2,168.81)
Sales/ Revenue from Operations	-	9,185.39	6,908.07
Profit/(Loss) after tax	(366.55)	(501.35)	(569.34)
Earnings per share (₹) (Basic)	(3.28)	(4.49)	(3.78)
Earnings per share (₹) (Diluted)	(3.28)	(4.49)	(3.78)
Net Worth available to equity shareholders	(1,920.44)	(1,553.89)	(1,052.54)
Net asset value per share (₹)	(17.20)	(13.92)	(9.43)

4. Prilika Enterprises Private Limited

Registered Office

The registered office of Prilika Enterprises Private Limited is situated at Cosmic Tower, 19, Monohar Pukur Road, 4th Floor, Sarat Bose Road, Kolkata, West Bengal- 700029, India.

Main Objects

To carry on the business of real estate, contractors, builders, developers, dealers, agents, lease, let out, and to acquire, buy, purchase, construct, hire, or otherwise, deal in lands, buildings, civil works, houses, flats, bungalows, immovable property,

infrastructure, development or any interest in the same and to demolish, repair, maintain, rebuild, enlarge, alter and other real estate services and to deal with any improve any immovable property.

Financial Performance

The Financial performance of Prilika Enterprises Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	(₹ in lakhs)		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity capital	115.00	5.00	5.00
Reserves and surplus (excluding revaluation)	7,122.26	176.91	(15.85)
Sales/ Revenue from Operations	1,517.07	350.99	15.00
Profit/(Loss) after tax	204.84	22.15	(12.67)
Earnings per share (₹) (Basic)	603.94	385.51	(25.34)
Earnings per share (₹) (Diluted)	603.94	385.51	(25.34)
Net Worth available to equity shareholders	7,237.26	181.91	(10.85)
Net asset value per share (₹)	629.33	363.81	(21.70)

5. Cosmic EV Limited

Registered Office

The registered office of Cosmic EV Limited is situated at Cosmic Tower, 19 Monohar Pukur Road, 3rd Floor, Sarat Bose Road, Kolkata, Kolkata, West Bengal, India, 700029.

Main Objects

To carry on the business of manufacturing, assembling, fabricating, buying, selling, trading, distributing, exporting, repairing, maintaining, importing, exchanging and dealing in all types of electric vehicles, including but not limited to, electric cars, electric rickshaw, electric carts, electric vans, electric cycles, electric scooters, electric buses and other battery powered and electric vehicles.

Financial Performance

The Financial performance of Cosmic EV Limited as on the date of this Draft Prospectus is as follows:

Particulars	(₹ in lakhs)		
	March 31, 2024	March 31, 2023*	March 31, 2022*
Equity capital	7.7	-	-
Reserves and surplus (excluding revaluation)	0.38	-	-
Sales/ Revenue from Operations	5.7	-	-
Profit/(Loss) after tax	0.38	-	-
Earnings per share (₹) (Basic)	0.01	-	-
Earnings per share (₹) (Diluted)	0.01	-	-
Net Worth available to equity shareholders	8.08	-	-
Net asset value per share (₹)	10.49	-	-

* Incorporated on June 20, 2023

B. Litigation

Our Group Companies are not party to any litigation which may have material impact on our Company.

C. Common pursuits

There are no common pursuits between our Group Companies and our Company except Cosmic EV Limited. Cosmic EV Private Limited, is having similar object as our Company, and have common pursuits with our Company. While, there is currently no active conflict between our promoter group company and our Company. Further, AVB Entech Private Limited, Cosmic CRF Limited, N.S. Engineering Projects Private Limited and Prilika Enterprises Private Limited are engaged in the different business, and accordingly, there is no conflict of interest between our Company and AVB Entech Private Limited, Cosmic CRF Limited, N.S. Engineering Projects Private Limited and Prilika Enterprises Private Limited. Furthermore, Our Company and our Group Companies will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

D. Related business transactions within our Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the chapter titled “*Restated Financial Information*” on page 186 of this Draft Prospectus, there are no other related business transactions between our Group Companies and our Company.

E. Business Interest

Other than the transactions disclosed in the chapter titled “*Restated Financial Information*” on page 151, our Group Companies have no business interests in our Company.

F. Nature and extent of interest of our Group Company

a) In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company.

b) In the properties acquired by us in the preceding three years before filing this Draft Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c) In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies are not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company, except:

The land with proposed structure of 2,00,000 sq. ft of shed area and 15,000 sq ft. for admin building for setting up a of new manufacturing unit at Mouza Dakshin Jhapardah, Domjur, Jhapardaha Panchayat, ONGC Road, P.S. Domjur, Howrah– 711405, West Bengal, is proposed to be acquired out of the proceeds from fresh issue by our Company from N.S. Engineering Projects Private Limited which is a promoter group company

We confirm that there are no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of our Company) and our Group Company and its directors.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable laws, including the Companies Act. We may retain all our future earnings, if any, for use in the operations and expansion of our business. The dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, applicable legal restrictions, profit earned during the Financial Year, liquidity applicable taxes including dividend distribution tax payable by our Company and other factors considered relevant by our Board. As on the date of this Draft Prospectus, our Company does not have any formal Dividend Policy.

Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared or paid any dividends on the Equity Shares in any of the three Financial Years preceding the filing of this Draft Prospectus and until the filing of this Draft Prospectus. There is no guarantee that any dividends will be declared or paid in future. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For details in relation to the risks involved, please refer section titled “*Risk Factors*” on page 20 of this Draft Prospectus.

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum of Association and Articles of Association and provisions of SEBI Listing Regulations and other applicable laws.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

S. No.	Details	Page Number
1.	Examination Report on Restated Financial Statements for the period ended November 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022	151
2.	Restated Financial Statements for the period ended November 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022	185

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**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS
OF RAFT MOTORS LIMITED (Formerly known as RAFT MOTORS PRIVATE LIMITED)**

The Board of Directors

RAFT MOTORS LIMITED (Formerly known as RAFT MOTORS PRIVATE LIMITED)

19, Monohar Pukur Road, Sarat Bose Road,
Kolkata, KOLKATA- 700029,
West Bengal, India

Dear Sir,

1. We have examined the attached Restated Statement of Assets and Liabilities of **RAFT MOTORS LIMITED** (Formerly known as RAFT MOTORS PRIVATE LIMITED) (the "Company" or the "Issuer") as at 30th November, 2024, 31st March, 2024, 31st March 2023, 31st March, 2022, the related Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the eight months ended 30th November, 2024, year ended 31st March, 2024, 31st March 2023 and for the period ended 31st March 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the "**Restated Summary Statements**" or "**Restated Financial Statements**"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) on the BSE SME platform.

2. These Restated Summary Statements have been prepared in accordance with the requirements of:

(i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

(iii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the eight months ended 30th November, 2024, year ended 31st March, 2024, 31st March 2023 and for the period ended 31st March 2022 which has been approved by the Board of Directors.

4. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in the Significant Accounting Policies and Notes to Accounts as set out in Restated Financial Information. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note.

5. We have examined such Restated Financial Statements taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statement; and,
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

(i) The “**Statement of Assets and Liabilities as Restated**” as set out in this report, of the company as at 30th November, 2024, 31st March, 2024, 31st March 2023, and 31st March 2022 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the company, as in our opinion were appropriate and more fully Described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

(ii) The “**Statement of Profit and Loss as Restated**” as set out in this report, of the Company for the eight months ended 30th November, 2024, year ended 31st March, 2024, 31st March 2023 and for the period ended 31st March 2022 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

(iii) The “**Statement of Cash Flow as Restated**” as set out in this report, of the Company for the eight months ended 30th November, 2024, year ended 31st March 2024, 31st March 2023 and for the period ended 31st March 2022 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

6. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:

a) Adjustments for the changes in accounting policies retrospectively in respective financial year to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.

b) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications which require adjustments.

c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments except as disclosed in the notes to accounts.

d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the eight months ended on 30th November, 2024, year ended 31st March, 2024 31st March 2023, and for the period ended 31st March, 2022, which would require adjustments in this Restated Financial Statements of the Company.

e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in this report.

(f) The Company has not paid any dividend since its incorporation

7. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company as per Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India for the period ended 30th November, 2024 are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

8. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. In our opinion, the above financial information contained in Annexure of this report read with the respective Significant Accounting Polices and Notes to Accounts as set out are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

11. Audit for the Eight Months ended 30th November 2024 has been conducted by us and Audit for the financial year ended 31st March 2024 has been re-audited by us as per ICDR Regulations and audit for the year ended 31st March 2023

and 31st March, 2022 was conducted by M/s. HRJ & Associates, Chartered Accountants, accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.

12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For BAID AGARWAL SINGHI & CO.

Chartered Accountants

Firm Registration No. 328671E

CA Dhruv Narayan Agarwal

(Partner)

Membership No: 306940

Place: Kolkata

Dated: 21st Day of December, 2024

UDIN:

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701
19, Monohar Pukur Road, Sarat Bose Road, Kolkata - 700029, West Bengal, India.

Annexure I
Restated Statement of Assets and Liabilities

(Amount in INR lakhs, unless otherwise stated)

SI	Particulars	Note No.	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
I.	EQUITY AND LIABILITIES					
1	Shareholders' Funds					
	(a) Share Capital	3	251.06	157.50	75.00	75.00
	(b) Reserves and Surplus	4	3,224.10	154.60	83.26	48.57
	Total		3,475.16	312.10	158.26	123.57
2	Non-Current Liabilities					
	(a) Long-Term Borrowings	5	-	-	28.64	38.78
	(b) Long Term Provision	6	1.72	1.28	-	-
	Total		1.72	1.28	28.64	38.78
3	Current Liabilities					
	(a) Short-Term Borrowings	7	1,501.00	97.12	58.73	25.24
	(b) Trade Payables	8				
	(i) total outstanding dues of micro enterprises and small enterprises		36.91	-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1,651.35	200.44	61.39	111.87
	(c) Other Current Liabilities	9	288.58	89.55	54.87	62.93
	(d) Short-Term Provisions	10	240.71	52.39	28.95	16.47
	Total		3,718.55	439.50	203.94	216.51
	Total		7,195.43	752.89	390.84	378.86
II.	ASSETS					
1	Non-Current Assets					
	(a) Property Plant & Equipments	11				
	(i) Tangible Assets		18.32	3.10	4.75	4.97
	(ii) Intangible Assets		0.78	-	-	-
	(iii) Capital Work in Progress		767.16	-	-	-
	(b) Deferred Tax Assets	12	0.81	0.71	0.32	0.01
	(c) Other Non Current Assets	13	33.72	8.70	4.20	4.30
	Total		820.78	12.51	9.27	9.28
2	Current Assets					
	(a) Inventories	14	1,360.25	362.02	216.81	103.88
	(b) Trade receivables	15	2,122.07	80.47	86.28	113.75
	(c) Cash and Cash Equivalents	16	1,213.41	12.81	5.58	2.99
	(d) Short-Term Loans and Advances	17	911.49	239.65	45.00	5.70
	(e) Other Current Assets	18	767.42	45.43	27.90	143.26
	Total		6,374.65	740.38	381.57	369.58
	Total		7,195.43	752.89	390.84	378.86

Significant Accounting Policies - Annexure IV

The Notes referred to above form an integral part of the Restated Financials Statements

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

For Baid Agarwal Singhi & Co.
Chartered Accountants
ICAI Firm Registration No. 328671E

For and On behalf of the Board
Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701

CA Dhruv Narayan Agarwal
Partner
Membership No: 306940

Kushal Choudhury
Whole Time Director
DIN :3359252

Aditya Vikram Birla
Director
DIN - 06613927

Place: Kolkata
Date: 21st Day of December, 2024
UDIN:

Om Prakash Lohia
Chief Financial Officer

Biswashree Pati
Company Secretary
Membership No. A67946

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701
19, Monohar Pukur Road, Sarat Bose Road, Kolkata - 700029, West Bengal, India.

Annexure II
Restated Statement of Profit and Loss

(Amount in INR lakhs, unless otherwise stated)

	Particulars	Note No.	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
	INCOME					
I	Revenue from Operations	19	4,304.29	191.50	785.20	1,174.69
II	Other Income	20	8.73	16.23	-	-
III	TOTAL REVENUE (I + II)		4,313.02	207.73	785.20	1,174.69
IV	EXPENSES					
	Cost of Materials Consumed	21	2,594.78	36.78	262.31	-
	Changes in Inventories	22	353.77	(52.65)	312.65	906.13
	Employee Benefit Expenses	23	94.34	34.27	83.04	72.13
	Finance Costs	24	29.79	21.98	9.46	2.61
	Depreciation and Amortization Expenses	25	3.37	1.65	3.26	1.22
	Other Expenses	26	345.40	71.30	67.62	127.48
	TOTAL EXPENSES		3,421.44	113.34	738.35	1,109.57
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		891.58	94.39	46.85	65.12
VI	Exceptional Items		-	-	-	-
VII	Profit before Extraordinary Items and Tax		891.58	94.39	46.85	65.12
VIII	Extraordinary Items		-	-	-	-
IX	Profit Before Tax		891.58	94.39	46.85	65.12
X	Tax Expense					
	Current Tax	27	224.62	23.44	12.48	16.47
	Deferred Tax	12	(0.10)	(0.40)	(0.31)	(0.01)
XI	Profit/(Loss) for the period from Continuing Operations(IX-X)		667.05	71.35	34.68	48.66
XII	Profit/(Loss) from Discontinuing Operations		-	-	-	-
XIII	Tax Expense of Discontinuing Operations		-	-	-	-
XIV	Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)		-	-	-	-
XV	Profit(Loss) for the Period(XI+XIV)		667.05	71.35	34.68	48.66
XVI	Earnings per Equity Share	28				
	-Basic		26.57	4.53	4.62	6.49
	-Diluted		26.57	4.53	4.62	6.49
	Weighted Average					
	-Basic		28.84	7.06	4.62	57.23
	-Diluted		28.84	7.06	4.62	57.23

Significant Accounting Policies - Annexure IV

The Notes referred to above form an integral part of the Restated Financials Statements

This is the Restated Statement of Profit and Loss referred to in our report of even date.

For Baid Agarwal Singhi & Co.
Chartered Accountants
ICAI Firm Registration No. 328671E

For and On behalf of the Board

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701

CA Dhruv Narayan Agarwal
Partner

Membership No: 306940

Place: Kolkata

Date: 21st Day of December, 2024

UDIN:

Kushal Choudhury
Whole Time Director
DIN :3359252

Aditya Vikram Birla
Director
DIN - 06613927

Om Prakash Lohia
Chief Financial Officer

Biswashree Pati
Company Secretary

RAFT MOTORS LIMITED
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701
19, Monohar Pukur Road, Sarat Bose Road, Kolkata - 700029, West Bengal, India.

Annexure III
Restated Statement of Cash Flow

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
(A) Cash Flows from Operating Activities				
Profit before Tax & Extraordinary Items	891.58	94.39	46.85	65.12
Add: Adjustments For -				
Depreciation	3.37	1.65	3.26	1.22
Interest & Finance Charges	29.79	21.98	9.46	2.61
Provision for Gratuity	0.46	1.28	-	-
Liabilities Written Back	(4.46)	(15.17)	-	-
Operating Profit before Working Capital Change	920.73	104.13	59.57	68.95
Adjustments For:				
Decrease/(Increase) in Inventories	(998.23)	(145.22)	(112.93)	(103.88)
Decrease/(Increase) in Trade Receivable	(2,041.60)	5.82	27.47	(113.75)
Decrease/(Increase) in Other Current Assets	(721.99)	(17.52)	115.36	(143.26)
Decrease/(Increase) in Other Non Current Assets	(25.02)	(4.50)	0.10	(4.20)
Decrease/(Increase) in Short Term Loans and Advances	(671.85)	(194.65)	(39.30)	(5.70)
(Decrease)/Increase In Trade Payable	1,492.28	154.21	(50.48)	111.87
(Decrease)/Increase in Current Liabilities & Provisions	199.03	34.68	(8.06)	62.66
Cash Generated From Operating Activities	(1,846.65)	(63.03)	(8.27)	(127.31)
Income Tax Paid/Refund	36.32	-	-	-
Net Cash From Operating Activities (A)	(1,882.97)	(63.03)	(8.27)	(127.31)
(B) Cash Flows from Investing Activities				
Purchase of Property, Plant & Equipment	(786.52)	-	(3.03)	(6.20)
Increase / Decrease in Fixed Deposits (Maturity > 1 year)	-	-	-	(0.10)
Net Cash From Investing Activities (B)	(786.52)	-	(3.03)	(6.30)
(C) Cash Flows from Financing Activities				
Proceeds from Issue of Shares	2,496.00	82.50	-	74.00
Long Term Borrowings	-	(28.64)	(10.14)	38.78
Short Term Borrowings	1,403.88	38.39	33.49	25.24
Interest & Finance Charges Paid	(29.79)	(21.98)	(9.46)	(2.61)
Net Cash From Financing Activities (C)	3,870.09	70.26	13.89	135.41
Change in Cash & Cash Equivalents (A+B+C)	1,200.60	7.23	2.59	1.80
Cash & Cash Equivalents (Opening Balance)	12.81	5.58	2.99	1.19
Cash & Cash Equivalents (Closing Balance)	1,213.41	12.81	5.58	2.99
Cash and cash equivalents comprises: (Refer Note no. 16)				
Balance with banks in current accounts	1,207.75	9.60	0.17	2.33
Cash in hand	5.66	3.21	5.41	0.66
	1,213.41	12.81	5.58	2.99

Significant Accounting Policies - Annexure IV

The above statement of cash flow statement has been prepared under the indirect method as set out in AS-3 "Cash Flow Statements"

The Notes referred to above form an integral part of the Restated Financials Statements
This is the Restated Statement of Cash Flow referred to in our report of even date.

For Baid Agarwal Singhi & Co.
Chartered Accountants
ICAI Firm Registration No. 328671E

For and On behalf of the Board

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701

CA Dhruv Narayan Agarwal
Partner
Membership No: 306940
UDIN:
Place: Kolkata
Date: 21st Day of December, 2024

Kushal Choudhury
Whole Time Director
DIN :3359252

Aditya Vikram Birla
Director
DIN - 06613927

Om Prakash Lohia
Chief Financial Officer

Biswashree Pati
Company Secretary

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701
Annexure IV - Significant Accounting Policies

1. Company Information

The Company was incorporated as Raft Motors Private Limited at Mumbai, Maharashtra, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated July 16, 2019, issued by the Registrar of Companies, Maharashtra at Mumbai. The Company was converted from a private limited company to a public limited company pursuant to board resolution dated August 30, 2024 and special resolution passed by the Shareholders at the EGM dated August 31, 2024. Consequently, the name of our Company was changed from 'Raft Motors Private Limited' to 'Raft Motors Limited'. The company is mainly engaged in the business of buying, selling, and dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, electric vehicles, and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof. Further, the company is engaged in the business of fabricating and assembling, buying, selling, import, export, distributing and dealing in automobile parts of all kinds and descriptions. With respect from 8th December, 2023, there has been a significant change in the shareholding structure of the company through a rights issue, which resulted in a change in the management team.

2. Statement of Significant Accounting Policies

2.1. Basis of Preparation of Restated Financial Statements:

The financial statements have been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India ("GAAP") and comply with the mandatory Accounting Standards ("AS") specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013 ("the 2013 Act").

The Restated Consolidated Financial Statements has been prepared by the Management to comply in all material respects with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("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 (the "Guidance Note").

The Financial statements are presented in Indian Rupee (Rs.) & all the amounts included in the financial statements have been rounded off to the nearest Lakhs upto two decimals, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated. Wherever the amount represented Rs '0.00' construes value less than Rupees Five Hundred.

2.2. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known materialized.

2.3. Going Concern Accounting Assumption:

The enterprise is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. It is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

2.4. Property plant and equipments:

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

The cost of improvements to leasehold premises, if recognition criteria are met, are capitalized and disclosed separately under leasehold improvement.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal and retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset is recognized in Statement of profit and loss.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost are charged to Statement of profit and loss at the time of incurrence.

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701
Annexure IV - Significant Accounting Policies(continued)

2.5. Intangible Assets:

Intangible Asset is carried in the books, if it is an identifiable non-monetary asset, without physical substance, held for use in the production or supply of goods or services, for rental to others, or for administrative purposes.

An intangible asset is recognized if, and only if:

- a) It is probable that the future economic benefits that are attributed to the asset will flow to the company; and
- b) cost of the asset can be measured reliably.

2.6. Depreciation Policy:

Depreciation on the fixed assets is provided to the extent of depreciable amount on Written down Value (WDV) Method Depreciation is provided based on the useful life of the assets as prescribed in Schedule II to Companies Act, 2013 as per. The residual value shall not be higher than that prescribed in Part C of Second Schedule.

2.7. Impairment of Assets:

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU').

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognized in the Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.8. Investments:

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.

Current Investments are carried at lower of cost or market value. The cost of securities sold is determined on the first-in-first-out (FIFO) method.

2.9. Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. Other borrowing costs are charged to statement of profit and loss as and when incurred.

2.10. Employee Benefits:

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post Retirement Employee Benefits

Gratuity

(a) Defined contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. The Company's contribution to defined contribution plans is recognized in the Restated Consolidated Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plans

Defined Benefit plans are the plans for which the benefits has been defined for the eligible employees which are meant to be paid to then at the time of retirement.

2.11. Foreign Currency Transactions:

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transactions or that approximates the actual rate on transaction date.

Monetary items denominated in foreign currencies at the year-end are restated at year end rates. . Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Any Income or Expense on account exchange difference in respect of current assets and current liabilities not covered by forward contracts, are recognized in the Statement of Profit and Loss at the period end.

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701
Annexure IV - Significant Accounting Policies(continued)

2.12. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

2.13. Inventories:

Inventories of finished goods are valued at cost or net realizable value ('NRV'), whichever is lower. Costs of inventories has been determined using weighted average cost method and comprise all costs of purchase after deducting non-refundable rebates and discounts and all other costs incurred in bringing the inventories to their present location and condition. Provision is made for items which are not likely to be consumed and other anticipated losses wherever considered necessary. The comparison of cost and NRV for traded goods is made on at item Company level basis at each reporting date. However, there is no inventory of any products.

2.14. Provision and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation' A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provisions or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable than an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.15. Income Taxes:

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. It is determined as the amount of tax payable under the provisions of Income Tax Act, 1961, in respect of taxable income for the year.

2.16. Deferred Tax:

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

2.17. Leases:

Lease payments in respect of assets taken on operating lease are charged to the Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases, if any. However, there is no lease payments during the period under consideration.

2.18. Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holder, by weighted average number of equity share outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

Annexure V- Notes to Restated Financial Information

3 . Share Capital

3.1 Authorized, Issued, Subscribed and Paid-up share capital

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at 30th November 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Authorised Share Capital								
Equity Shares of ₹ 10.00 each	50,00,000	500.00	16,50,000	165.00	7,50,000	75.00	7,50,000	75.00
Preference Shares of ₹ 10.00 each	-	-	17,50,000	175.00	-	-	-	-
Issued Share Capital								
Equity Shares of ₹ 10.00 each	25,10,600	251.06	15,75,000	157.50	7,50,000	75.00	7,50,000	75.00
Subscribed and fully paid up								
Equity Shares of ₹ 10.00 each	25,10,600	251.06	15,75,000	157.50	7,50,000	75.00	7,50,000	75.00

3.2 Reconciliation of share capital

Particulars	As at 30th November 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Equity Shares (Face Value ₹ 10.00)								
Shares outstanding at the beginning of the year	15,75,000	157.50	7,50,000	75.00	7,50,000	75.00	10,000	1.00
Shares Issued during the year	9,35,600	93.56	8,25,000	82.50	-	-	7,40,000	74.00
Shares outstanding at the end of the year	25,10,600	251.06	15,75,000	157.50	7,50,000	75.00	7,50,000	75.00

3.3 Shareholders holding more than 5% of Equity Shares of Rs.10.00 each

Particulars	As at 30th November 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding
Rakesh Vasant Salve	-	-	2,47,500	15.71%	2,47,500	33.00%	2,62,500	35.00%
Parivesh Shukla	-	-	2,47,500	15.71%	2,47,500	33.00%	2,62,500	35.00%
Aditya Vikram Birla	9,60,625	38.26%	9,60,625	60.99%	-	-	-	-
AVB Endeavors Private Limited	7,00,000	27.88%	-	-	-	-	-	-
Raja Saha	2,44,875	9.75%	-	-	-	-	-	-
Prilika Enterprises Private Limited	2,44,875	9.75%	-	-	-	-	-	-

3.4 Shareholding of Promoters & Promoter Group*

Particulars	As at 30th November 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding
Aditya Vikram Birla	9,60,625	38.26%	9,60,625.00	60.99%	-	-	-	-
Purvi Birla	57,750	2.30%	-	-	-	-	-	-
AVB Endeavors Private Limited	7,00,000	27.88%	-	-	-	-	-	-
Gayatri Birla Agrawal	1,200	0.05%	-	-	-	-	-	-
Prilika Enterprises Private Limited	2,44,875	9.75%	-	-	-	-	-	-
Rakesh Vasant Salve	-	-	-	-	2,47,500	33.00%	2,62,500	35.00%
Parivesh Shukla	-	-	-	-	2,47,500	33.00%	2,62,500	35.00%

3.5 - Term & Right attached to Equity Shares

The company has only one class of share referred to equity share having a par value of Rs. 10 each, holder of equity shares entitled to one vote per share. In the even of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in the proportion of their holdings.

3.6 - Right Issue

On 20th November 2023, the Board of Directors approved the issuance of 8,25,000 (Eight Lakhs Twenty-Five Thousand only) equity shares with a face value of Rs.10/- (Rupees Ten only) each (the 'Right Equity Shares') to existing equity shareholders on a rights basis, at a ratio of 11:10 of the equity shares held in the company as of the record date, i.e. 20th November, 2023 and on 8th December, 2023, the Board of Director approved the issue and allot 8,25,000 (Eight Lakhs Twenty-Five Thousand only) equity shares at a face value of Rs. 10/- (Rupees Ten only) each to the following persons who have accepted the offer, during the offer period.

The objective of the Rights Issue is to enlarge the company's capital base and expanding its business in the e-vehicle market and as a part of its business plans. The net proceeds will be used for the repayment or prepayment, in whole or in part, of certain borrowings incurred by the company as well as for other general business purposes.

On 9th April 2024, the Board of Directors approved the issuance and allotment of 7,00,000 (Seven Lakhs only) equity shares of the company of face value Rs. 10/- (Rupees Ten Only) each at Rs. 20/- (Rupees Twenty Only) each (the 'Right Equity Shares') to existing equity shareholders on a rights basis, at a ratio of 4:9 of the equity shares held in the company as on the record date, i.e., 3rd April 2024.

3.7 Private Placement

The Board of Directors of the Company in the Board meeting and Shareholders of the company in the Extra Ordinary General Meeting dated 23rd February 2022, have approved the issuance and allotment of 7,40,000 (Seven Lakhs Forty Thousand only) equity shares of the company at a face value of Rs. 10/- (Rupees Ten Only) each in the form of Private Placement.

On 31st July 2024, the Board of Director approved the issuance and allotment of 85,310 (Eighty-Five Thousand and Three Hundred and Ten only) equity shares of the company of face value Rs. 10/- (Rupees Ten Only) each at Rs. 1,000/- (Rupees One Thousand only) each in the form of Private Placement.

On 28th October 2024, the Board of Director approved the issuance and allotment of 90,490 (Ninety Thousand and Four Hundred and Ninety only) equity shares of the company of face value Rs. 10/- (Rupees Ten Only) each at Rs. 1000/- (Rupees One Thousand only) each in the form of Private Placement.

On 21st November 2024, the Board of Director approved the issuance and allotment of 59,800 (Fifty-Nine Thousand and Eight Hundred only) equity shares of the company of face value of Rs. 10/- (Rupees Ten Only) each at Rs. 1000/- (Rupees One Thousand only) each in the form of Private Placement.

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701

Annexure V- Notes to Restated Financial Information(Continued)

4. Reserves and Surplus

(Amount in INR lakhs , unless otherwise stated)

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Share Premium				
At the beginning of the period	-	-	-	-
Addition during the Period	2,402.44	-	-	-
At the end of the period	2,402.44	-	-	-
Opening Balance	154.60	83.26	48.57	(0.08)
(+) Net profit/(Net loss) for the Current Year	667.05	71.35	34.68	48.66
Closing balance	821.66	154.60	83.26	48.57
Total	3,224.10	154.60	83.26	48.57

5. Long-Term Borrowings

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Unsecured Loan				
From Bank and Financial Institution	-	-	67.37	64.02
Less: Current Maturity	-	-	(38.73)	(25.24)
Total	-	-	28.64	38.78

Refer Note 7.1 for Loan Schedule

6. Long Term Provisions

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Provision For Gratuity	1.72	1.28	-	-
Total	1.72	1.28	-	-

7. Short-Term Borrowings

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Loans repayable on demand				
Unsecured Borrowings				
From Related parties	-	97.12	-	-
From Others- Body corporates	1,501.00	-	20.00	-
Current maturities of Long Term Debt	-	-	38.73	25.24
	1,501.00	97.12	58.73	25.24

Refer Note 7.1 for Loan Schedule

Raft Motors Limited
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CIN: U52100MH2019PLC331701

Annexure V- Notes to Restated Financial Information

(Amount in INR lakhs, unless otherwise stated)

7.1. Loan Schedule

As on 30th November, 2024

Name of Lender	Nature of Loan Facility	Date of Sanction/Disbursal	Amount Sanctioned	Amount outstanding	Rate of Interest (%)	Tenure
Body Corporates	Unsecured	NA	1,501.00	1,501.00	9.00%	On Demand
Total			1,501.00	1,501.00		

As on 31st March, 2024

Name of Lender	Nature of Loan Facility	Date of Sanction/Disbursal	Amount Sanctioned	Amount outstanding	Rate of Interest (%)	Tenure
Clix Capital	Unsecured	02.04.2022	20.11	-	21.00%	18 Months
Hero Fincrop	Unsecured	28.04.2022	15.30	-	21.00%	36 Months
Ambit Finvest	Unsecured	30.04.2022	15.00	-	26.00%	24 Months
From Related Party	Unsecured	NA	97.12	97.12	9.00%	On Demand
Total			147.54	97.12		

As on 31st March, 2023

Name of Lender	Nature of Loan Facility	Date of Sanction/Disbursal	Amount Sanctioned	Amount outstanding	Rate of Interest (%)	Tenure
Clix Capital	Unsecured	02.04.2022	20.11	11.44	21.00%	18 Months
Hero Fincrop	Unsecured	28.04.2022	15.30	11.68	21.00%	36 Months
ICICI Bank	Unsecured	02.02.2022	25.00	19.73	18.00%	36 Months
HDFC Bank	Unsecured	11.02.2022	20.11	14.40	16.75%	36 Months
Ambit Finvest	Unsecured	30.04.2022	15.00	10.12	26.00%	24 Months
Others	Unsecured	NA	20.00	20.00	9.00%	On Demand
Total			115.53	87.37		

As on 31st March, 2022

Name of Lender	Nature of Loan Facility	Date of Sanction/Disbursal	Amount Sanctioned	Amount outstanding	Rate of Interest (%)	Tenure
ICICI Bank	Unsecured	02.02.2022	25.00	25.00	18.00%	36 Months
HDFC Bank	Unsecured	11.02.2022	20.11	19.02	16.75%	36 Months
Others	Unsecured	NA	20.00	20.00	9.00%	On Demand
Total			65.11	64.02		

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
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Annexure V- Notes to Restated Financial Information(Continued)

8. Trade Payables

(Amount in INR lakhs , unless otherwise stated)

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
For Goods & Services				
(i) total outstanding dues of micro enterprises and small enterprises; and				
-For Goods	-	-	-	-
-For Services	36.91	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises				
-For Goods	551.58	200.44	61.39	111.87
-For Services	1,099.77	-	-	-
Total	1,688.26	200.44	61.39	111.87

The amounts which are due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" are determined on the basis of information available with the Company. Further the Company has not incurred any interest on these outstanding dues.

The trade payables ageing schedule for the period November 30, 2024 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment			
		Less than 1 year	1-2 year	2-3 year	More than 3 Year
MSME*	-	36.91	-	-	-
Others	-	1,594.61	8.82	47.92	-
Disputed dues - MSME*	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	-	1,631.52	8.82	47.92	-

The trade payables ageing schedule for the period March 31, 2024 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment			
		Less than 1 year	1-2 year	2-3 year	More than 3 Year
MSME*	-	-	-	-	-
Others	-	152.52	47.92	-	-
Disputed dues - MSME*	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	-	152.52	47.92	-	-

The trade payables ageing schedule for the period March 31, 2023 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment			
		Less than 1 year	1-2 year	2-3 year	More than 3 Year
MSME*	-	-	-	-	-
Others	-	-	61.39	-	-
Disputed dues - MSME*	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	-	-	61.39	-	-

The trade payables ageing schedule for the period March 31, 2022 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment			
		Less than 1 year	1-2 year	2-3 year	More than 3 Year
MSME*	-	-	-	-	-
Others	-	111.87	-	-	-
Disputed dues - MSME*	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	-	111.87	-	-	-

Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained, and as per notification number GSR 679 (E) dated 4th September, 2015

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting year:				
Principal and interest	36.91	-	-	-
Total	36.91	-	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-	-

Due to reasons outlined in Note 45, the ageing of trade payables for the financial year 2021-22 and financial year 2022-23 cannot be determined with accuracy.

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Annexure V- Notes to Restated Financial Information(Continued)

(Amount in INR lakhs , unless otherwise stated)

9. Other Current Liabilities

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Security Deposit	78.20	52.86	-	-
Liability For Expenses	18.90	7.56	-	-
Advance from Customers	156.39	14.29	-	-
Interest Payable on Unsecured Loan	23.99	-	-	-
Statutory Dues Payable	6.61	7.54	48.87	59.93
Audit fee Payable	4.50	7.30	6.00	3.00
Total	288.58	89.55	54.87	62.93

The detailed breakdown of other current liabilities for financial year ended 31st March, 2022 and 31st March 2023, could not be determined due to the transition in management, as outlined in Note 45.

10. Short-Term Provisions

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Provision For Gratuity	0.03	0.00	-	-
Provision for Income Tax	240.68	52.39	28.95	16.47
Total	240.71	52.39	28.95	16.47

12. Deferred Tax Asset

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Deferred Tax Asset	0.71	0.32	0.01	-
Additions during the year	0.10	0.40	0.31	0.01
Total	0.81	0.71	0.32	0.01

13 . Other Non Current Assets

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Bank deposits with more than 12 month maturity	-	-	-	0.10
Security Deposit	33.72	8.70	4.20	4.20
Total	33.72	8.70	4.20	4.30

14. Inventories

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
(As taken, valued and certified by the management)				
Finished Goods	1,112.36	153.15	65.65	103.88
Spares Parts	72.33	41.44	-	-
Raw Materials	175.57	167.43	151.15	-
TOTAL	1,360.25	362.02	216.81	103.88

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Annexure V- Notes to Restated Financial Information(Continued)

(Amount in INR lakhs , unless otherwise stated)

11. Property, Plant and Equipment and Intangible Assets
Tangible and Intangible Assets as at November 30, 2024

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2024	Additions	Deduction / Adjustment	Total as on 30.11.2024	Upto 31.03.2024	During the year	Adjustment	Total as on 30.11.2024	As on 30.11.2024	As on 31.03.2024
a) Tangible Assets										
Furniture & Fixtures	2.61	14.23	-	16.84	1.35	2.02	-	3.37	13.46	1.25
Computers	4.61	1.46	-	6.06	4.07	0.38	-	4.45	1.62	0.54
Office Equipments	0.06	2.54	-	2.60	0.02	0.11	-	0.13	2.47	0.04
Plant & Machinery	1.95	0.14	-	2.09	0.68	0.64	-	1.32	0.77	1.27
Total	9.23	18.36	-	27.59	6.13	3.15	-	9.28	18.32	3.10
b) Intangible Assets										
Software	-	1.00	-	1.00	-	0.22	-	0.22	0.78	-
Total	-	1.00	-	1.00	-	0.22	-	0.22	0.78	-

c) Capital Work-in-progress as at November 30, 2024

CWIP Ageing Schedule	Less Than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Projects in Progress	767.16	-	-	-	767.16

Tangible and Intangible Assets as at March 31, 2024

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2023	Additions	Deduction / Adjustment	Total as on 31-03-2024	Upto 31.03.2023	During the year	Adjustment	Total as on 31-03-2024	As on 31.03.2024	As on 31.03.2023
a) Tangible Assets										
Furniture & Fixtures	2.61	-	-	2.61	0.92	0.44	-	1.35	1.25	1.69
Computers	4.61	-	-	4.61	3.15	0.92	-	4.07	0.54	1.46
Office Equipments	0.06	-	-	0.06	0.01	0.01	-	0.02	0.04	0.05
Plant & Machinery	1.95	-	-	1.95	0.40	0.28	-	0.68	1.27	1.55
Total	9.23	-	-	9.23	4.48	1.65	-	6.13	3.10	4.75

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Annexure V- Notes to Restated Financial Information(Continued)

(Amount in INR lakhs , unless otherwise stated)

11. Property, Plant and Equipment and Intangible Assets(Continued)

Tangible and Intangible Assets as at March 31, 2023

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2022	Additions	Deduction / Adjustment	Total as on 31-03-2023	Upto 31.03.2022	During the year	Adjustment	Total as on 31-03-2023	As on 31.03.2023	As on 31.03.2022
a) Tangible Assets										
Furniture & Fixtures	2.26	0.34	-	2.61	0.33	0.58	-	0.92	1.69	1.93
Computers	2.57	2.03	-	4.61	0.82	2.33	-	3.15	1.46	1.75
Office Equipments	0.03	0.03	-	0.06	0.00	0.01	-	0.01	0.05	0.03
Plant & Machinery	1.33	0.62	-	1.95	0.07	0.34	-	0.40	1.55	1.26
Total	6.20	3.03	-	9.23	1.22	3.26	-	4.48	4.75	4.97

Tangible and Intangible Assets as at March 31, 2022

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2021	Additions	Deduction / Adjustment	Total as on 31-03-2022	Upto 31.03.2021	During the year	Adjustment	Total as on 31-03-2022	As on 31.03.2022	As on 31.03.2021
a) Tangible Assets										
Furniture & Fixtures	-	2.26	-	2.26	-	0.33	-	0.33	1.93	-
Computers	-	2.57	-	2.57	-	0.82	-	0.82	1.75	-
Office Equipments	-	0.03	-	0.03	-	0.00	-	0.00	0.03	-
Plant & Machinery	-	1.33	-	1.33	-	0.07	-	0.07	1.26	-
Total	-	6.20	-	6.20	-	1.22	-	1.22	4.97	-

Note:

i) There are no intangible assets which are under development as at November, 2024; March 31, 2024; March 31, 2023 & March 31, 2022

ii) Title Deeds of Immovable Property not held in the Name of Company:

Particular	Relevant Line Item in Balance Sheet	Description of Item of Property	Gross Carrying Value	Title Deeds held in the name of	Whether the title deed holder is a promoter, director or relative of	Reason for not being held in the name of company	Property held since which date
There is no immovable property whose title deeds are not held other than in the name of the company therefore not applicable.							

iii) Benami Property :

There is no proceeding initiated or pending against the company for holding any benami property under Benami Transaction (Prohibition) Act 1988.

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Annexure V- Notes to Restated Financial Information(Continued)

(Amount in INR lakhs , unless otherwise stated)

15. Trade Receivable

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
- Outstanding for a period exceeding six months from the date they were due of payment				
Related Parties	-	-	-	-
Others	90.02	64.58	-	-
Total (A)	90.02	64.58	-	-
- Outstanding for a period within six months from the date they were due of payment				
Related Parties	-	-	-	-
Others	2,032.05	15.88	86.28	113.75
Total (B)	2,032.05	15.88	86.28	113.75
Total (A)+(B)	2,122.07	80.47	86.28	113.75

The trade receivables ageing schedule for the period November 30, 2024 is as follows

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years
(i) Undisputed trade receivables – considered good	2,032.05	37.07	7.90	45.05	-
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-
Total	2,032.05	37.07	7.90	45.05	-

The trade receivables ageing schedule for the period March 31, 2024 is as follows

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years
(i) Undisputed trade receivables – considered good	15.88	0.12	64.47	-	-
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-
Total	15.88	0.12	64.47	-	-

The trade receivables ageing schedule for the period March 31, 2023 is as follows

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years
(i) Undisputed trade receivables – considered good	-	-	86.28	-	-
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-
Total	-	-	86.28	-	-

The trade receivables ageing schedule for the period March 31, 2022 is as follows

Particulars	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More Than 3 years
(i) Undisputed trade receivables – considered good	113.75	-	-	-	-
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-
Total	113.75	-	-	-	-

Due to reasons outlined in Note 45, the ageing of trade receivables for the financial year 2021-22 and financial year 2022-23 cannot be determined with accuracy.

16. Cash and Cash Equivalents

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Balances with banks				
In Current Account	1,207.75	9.60	0.17	2.33
Cash in hand	5.66	3.21	5.41	0.66
Total	1,213.41	12.81	5.58	2.99

17. Short-Term Loans and Advances

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Advances To Suppliers	840.26	168.63	-	-
Advances To Others	71.01	71.01	45.00	5.70
Advance to staff	0.22	-	-	-
Total	911.49	239.65	45.00	5.70

18. Other Current Assets

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Prepaid Expense*	428.31	18.16	-	-
Balances with Government Authorities	339.12	27.27	27.90	143.26
Total	767.42	45.43	27.90	143.26

*Prepaid expenses include costs related to the Initial Public Offering (IPO) which are incurred in advance by the company.

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Annexure V- Notes to Restated Financial Information(Continued)

(Amount in INR lakhs , unless otherwise stated)

19. Revenue from Operations

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Products				
Electric Vehicles	2,124.63	190.60	712.86	1,070.84
Accessories & Components	2,179.66	0.90	72.34	103.85
Total	4,304.29	191.50	785.20	1,174.69

20. Other Income

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Forex Gain	1.13	-	-	-
Miscellaneous Income	3.14	1.07	-	-
Liabilities No Longer Required Written Back	4.46	15.17	-	-
Total	8.73	16.23	-	-

21. Cost of Materials Consumed

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Raw Materials				
At the beginning of the period	208.87	151.15	-	-
Add: Purchase during the period	2,633.80	94.50	413.46	-
Less: At the end of the period	247.89	208.87	151.15	-
Total	2,594.78	36.78	262.31	-

22. Changes in Inventories

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Balance				
Finished Goods	153.15	65.65	103.88	-
Add: Purchase during the period	1,312.98	55.94	274.42	1,010.01
Less : Discount Received From Suppliers	-	(21.09)	-	-
Less : Closing Balance				
Finished Goods	1,112.36	153.15	65.65	103.88
Total	353.77	(52.65)	312.65	906.13

23. Employee Benefit Expenses

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Salary, Wages & Bonus	92.56	23.46	80.84	67.81
Directors Remuneration	-	7.36	-	-
Contribution to Provident Fund	0.24	0.63	1.26	2.53
Contribution to ESIC	0.29	-	-	-
Gratuity Expenses	0.46	1.28	-	-
Staff Welfare Expenses	0.79	1.53	0.95	1.79
Total	94.34	34.27	83.04	72.13

24. Finance Costs

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest Expense				
To Banks	-	10.81	-	-
To Others	29.79	11.17	9.46	0.41
Processing Fees	-	-	-	1.83
Other Borrowing Cost	-	-	-	0.36
Total	29.79	21.98	9.46	2.61

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25. Depreciation and Amortization Expenses

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Depreciation and Amortization	3.37	1.65	3.26	1.22
Total	3.37	1.65	3.26	1.22

26. Other Expenses

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Auditors' Remuneration (Refer Note 26.1)	4.50	2.00	3.00	3.00
Business Promotion	45.11	30.87	9.93	16.38
Bank Charges	0.13	0.05	-	-
Business Acquisition Expenses	2.64	1.65	-	-
Consumption of Store and Spare Parts	1.81	-	-	-
Commission & Brokerage	11.51	1.92	24.24	43.91
Donation	-	0.01	0.26	-
Electricity Charges	1.84	2.28	2.42	1.13
Factory Expenses	0.75	8.11	-	0.79
Freight Charges	36.74	-	-	-
Filing fees	1.49	-	-	-
Insurance Premium	11.34	-	-	-
Impairment of Inventories	40.91	-	-	-
Job Work Charges	90.82	-	-	-
Loading and unloading charges	1.42	-	-	-
Repairs to Machinery & Service Charges	19.86	2.98	1.94	1.12
Misc.Expenses	6.22	0.00	7.32	37.57
Office Expense	0.66	0.76	-	-
Printing and Stationery	2.44	0.12	0.83	-
Postage & Telephone	0.98	0.18	-	-
Professional & Legal Fee	4.04	1.96	4.08	-
Rent & Hire Charges	-	-	2.90	18.37
- Office	19.81	2.72	-	-
- Showroom	8.00	0.40	-	-
- Factory	3.62	2.60	-	-
Rates and taxes (excluding taxes on income)	6.96	4.69	3.70	2.06
Security Charges	2.15	-	-	-
Software Expenses	-	0.49	2.30	-
Travelling & Conveyance	18.94	7.03	4.71	3.15
Telephone Charges	0.71	0.47	-	-
Total	345.40	71.30	67.62	127.48

26.1 Auditors Remuneration Includes

- For Statutory Audit Fee	4.50	2.00	2.00	2.00
- For Tax Audit Fee	-	-	1.00	1.00
Total	4.50	2.00	3.00	3.00

27. Current Tax Expenses

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Current Tax Expenses	224.62	23.44	12.48	16.47
Total	224.62	23.44	12.48	16.47

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28. Earnings per equity share

Particulars	For the period ended 30th November 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2022
Earnings per Equity Share				
-Basic	26.57	4.53	4.62	6.49
-Diluted	26.57	4.53	4.62	6.49
Weighted Average				
-Basic	28.84	7.06	4.62	57.23
-Diluted	28.84	7.06	4.62	57.23

29. Contingent Liabilities

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Shree Sai Nath Services	14.87	14.87	-	-

The above amount represents the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of different legal processes which have been invoked by the company or the claimants as the case may be, and therefore, cannot be estimated accurately. The Company does not expect any reimbursements in respect of the above contingent liabilities.

In the opinion of the management, no provision is considered necessary for the disputes mentioned above, on the grounds that there are fair chances of successful outcome of appeals.

30. Capital Commitments

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Capital Commitments	-	-	-	-

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31. Disclosure pursuant to Accounting Standard - 15 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013

Defined Benefit Plan:

The following are the types of defined benefit plans:

a Gratuity Plan

15 days salary for every completed year of service. Vesting period is 5 years and payment is restricted to Rs. 20 lacs. The present value of defined obligation and related current cost are measured using the Projected Credit Method with actuarial valuation being carried out at each balance sheet date.

b Risk Exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rates Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase. Thus the plan exposes the Company to the risk of fall in interest rates. Some times, the fall can be permanent, due to a paradigm shift in interest rate scenarios because of economic or fiscal reasons. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements). Even for funded schemes, a paradigm downward shift in bond yields may affect the reinvestment yields and may increase ultimate costs.
Salary Inflation Risk	The present value of the defined benefit plan is calculated with the assumption of salary escalation rate(SER), which is applied to find the salary of plan participants in future, at the time of separation Higher than expected increases in salary will increase the defined benefit obligation and will have an exponential effect.
Demographic Risk	Demographic assumptions are required to assess the timing and probability of a payment taking place. This is the risk of volatility of results due to unexpected nature of decrements that include mortality, attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short serving employees will be less compared to long service employees.
Actuarial Risk	It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons: Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected. Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate. Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.
Liquidity Risk	This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of ill liquid assets not being sold in time.. Employees with high salaries and long durations of service or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cash flows.
Asset Liability Mismatch:	This will come into play unless the funds are invested with a term of the assets replicating the term of the liability.
Investment Risk:	For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.
Market Risk:	Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.
Legislative Risk/Regulatory Risk:	Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation. The new labour code is a case in point. And the same will have to be recognized immediately in the year when any such amendment is effective.

c Reconciliation of the net defined benefit (asset)/ liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

Particulars	Gratuity	
	November 30,2024	March 31, 2024
Balance for previous years recorded in this year	1.28	-
Current Service Cost	0.46	1.28
Benefits Paid	-	-
Balance at the end of the year	1.75	1.28

Note : No provision for gratuity was recorded in the earlier years hence, the entire amount has been recognised in the Profit and Loss Account in the current year.

d

Particulars	Gratuity	
	November 30,2024	March 31, 2024
Current Service Cost	0.46	1.28
Interest Cost	-	0.06
Actuarial Gain or Loss	-	(0.26)
Expenses recognized in Statement of Profit & Loss	0.46	(0.26)

Note : No provision for gratuity was recorded in the earlier years hence, the entire amount has been recognised in the Statement of Profit and Loss in the current year.

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e Actuarial Assumptions

Particulars	Gratuity	Gratuity
	November 30,2024	March 31, 2024
Financial Assumptions		
Discount Rate	7.00%	7.23%
Salary Escalation Rate	5.00%	5.00%
Attrition Rates	10.00%	10.00%
Demographic Assumptions		
Mortality Rate	(% of IALM 2012-14)	(% of IALM 2012-14)
Disability Rate		
Withdrawal Rate		
Grades Rate from Age 35	8.82%	8.82%
Grades Rate from Age 40	5.88%	5.88%
Grades Rate from Age 45	2.94%	2.94%
Grades Rate from Age 50	1.47%	1.47%
Note : Retirement Age 58		

f The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

g Maturity Profile of Defined Benefit Obligations

Expected benefits payment	30th November,2024		31st March, 2024	
	Discounted Values/Present Values	Undiscounted Values/Actual Values	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	0.03	0.03	0.00	0.00
Year 2	0.03	0.03	0.00	0.00
Year 3	0.02	0.03	0.00	0.00
Year 4	0.02	0.03	0.00	0.00
Year 5	0.02	0.03	0.00	0.00

h Sensitivity Analysis

The sensitivity analyses below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	Gratuity (30.11.2024)			Gratuity (31.03.2024)		
	% Increase in Defined Benefit Obligation	Liability	Increase / Decrease in Defined Benefit Obligations	% Increase in Defined Benefit Obligation	Liability	Increase / Decrease in Defined Benefit Obligations
Effect on DBO due to 1% increase in Discount Rate	-10.47%	1.56	(0.18)	-10.05%	1.16	(0.13)
Effect on DBO due to 1% decrease in Discount Rate	12.42%	1.96	0.22	11.84%	1.44	0.15
Effect on DBO due to 1% increase in Salary Escalation Rate	12.19%	1.96	0.21	11.63%	1.43	0.15
Effect on DBO due to 1% decrease in Salary Escalation Rate	-10.41%	1.56	(0.18)	-10%	1.16	(0.13)
Effect on DBO due to 1% increase in Attrition Rate	-1.47%	1.72	(0.03)	-0.19%	1.28	(0.00)
Effect on DBO due to 1% decrease in Attrition Rate	1.32%	1.77	0.02	-0.02%	1.28	(0.00)
Mortality rate 10% Up	0.04%	1.75	0.00	0.04%	1.28	0.00

While one of the parameters mentioned above is changed by 100 basis points, Other parameters are kept unchanged for evaluating the DBO While there is no change in the method used for sensitivity analysis from previous period, the change in assumptions now considered are with reference to the current assumptions

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

i Due to reasons outlined in Note no. 45, the detailed information about employees were not available for the Financial Year ended 31st march, 2022 and 31st march, 2023, hence we were not able to ascertain the gratuity provision for the aforementioned period

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32. Subsequent Events

The Board of Directors of the Company in the Board meeting dated December, 21 2024 and Shareholders of the company as on December 20, 2024 have approved the allotment of 12,553,000 equity shares of the company of face value Rs.10/- each as bonus equity shares credited as fully paid up, to the eligible shareholders of the company holding equity shares of Rs. 10/-whose name appears in the register of members/Beneficial Owners' position of the company on the record date in the ratio of 5:1 equity shares held on the closure of business hours of December 20, 2024 (record date), and the bonus issue is made out of free reserves as per the audited books of accounts of the company for the eight months ended 30th November, 2024. (Refer Note 41 for impact on EPS)

33. Segment Reporting

The company operates in one vertical only and the criteria for segment as specified in AS-17 is not satisfied. Therefore,segment reporting is not done. No other operating segments have been aggregated to form the above reportable operating segments as per the criteria specified in the AS-17.

34. Related Party Transaction as required in terms of AS-18

I) Name of the related parties irrespective of whether transactions have occurred or not :

Details of Related Parties:

Description of Relationship

Key management Personnel (KMP)	Kushal Choudhury Aditya Vikram Birla Amit Singhanian Nikita Ratera Gayatri Birla Agrawal Om Prakash Lohia Biswashree Pati Parivesh Shukla Rakesh Vasant Salve	Whole-Time Director Director Director Director Director Chief Financial Officer Company Secretary Ex- Director Ex- Director
Entities where Key Managerial Personnel and their relatives have significant influence	1. AVB Entech 2. Cosmic CRF Limited 3. Cosmic EV Limited 4. N. S. Engineering Project Pvt. Ltd. 5. Prilika Enterprises Pvt. Ltd.	

Note:

- i) Kushal Choudhury was appointed as the Whole-Time Director on 21st November, 2024
- ii) Aditya Vikram Birla was appointed as the Director on 21st November, 2024
- iii) Gayatri Birla Agrawal was appointed as the Director on 21st November, 2024
- iv) Amit Singhanian was appointed as the Director on 28th November, 2024
- v) Nikita Rateria was appointed as the Director on 28th November, 2024
- vi) CS Biswashree Pati was appointed as the Company Secretary on 5th December, 2024
- vii) Om Prakash Lohia was appointed as the Chief Financial Officer on 5th December, 2024
- viii) Parivesh Shukla was ceased to be a Director with effect from 12th July, 2024
- ix) Rakesh Vasant Salve was ceased to be a Director with effect from 23rd March, 2024

II) Disclosure of Transaction between the Company and Related Party that has taken place during the year and its status of outstanding

A) Transactions with enterprises where Key Management Personnel and their Relatives have significant influence:

Name of the party	Nature of Transactions	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
AVB Entech Pvt. Ltd	Purchase	280.91	36.92	-	-
Cosmic CRF Limited	Purchase	323.84	-	-	-
Cosmic EV Limited	Purchase	-	32.73	-	-
N S Engineering Project Pvt.Ltd	Purchase	105.35	-	-	-
Prilika Enterprises Pvt Ltd	Purchase	349.10	-	-	-
AVB Entech Pvt. Ltd	Sales	-	48.70	-	-
Cosmic EV Limited	Sales	389.45	-	-	-
N S Engineering Project Pvt.Ltd	Sales	14.96	-	-	-
Prilika Enterprises Pvt Ltd	Sales	390.06	-	-	-
AVB Entech Pvt. Ltd.	Payment Received	-	4.90	-	-
Cosmic EV Limited	Payment Received	358.00	69.50	-	-
Prilika Enterprises Pvt Ltd	Payment Received	84.05	-	-	-
AVB Entech Pvt. Ltd.	Payment Given	274.03	-	-	-
Cosmic EV Limited	Payment Given	35.00	34.50	-	-
Cosmic CRF Limited	Payment Given	350.00	-	-	-
N S Engineering Project Pvt.Ltd	Payment Given	90.38	-	-	-
Prilika Enterprises Pvt Ltd	Payment Given	43.08	-	-	-
AVB Entech Pvt. Ltd.	Loan Taken	25.00	97.00	-	-
Prilika Enterprises Pvt Ltd	Loan Taken	80.35	0.97	-	-
AVB Entech Pvt. Ltd.	Loan Repaid	25.23	-	-	-
Prilika Enterprises Pvt Ltd	Loan Repaid	180.07	-	-	-
AVB Entech Pvt.Ltd	Interest Payable	0.23	-	-	-
Prilika Enterprises Pvt Ltd	Interest Payable	2.59	0.12	-	-
Prilika Enterprises Pvt Ltd	Rent Payable	-	0.35	-	-
Prilika Enterprises Pvt Ltd	Rent Paid	0.35	-	-	-

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B) Transactions with Key Managerial Personnel

Name of the party	Nature of Transactions	30th November, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Rakesh Vasant Salve	Director Remuneration Payable	-	3.68	-	-
Parivesh Shukla	Director Remuneration Payable	-	3.68	-	-

III) Closing Balance as on 30th November, 2024

Name of the party	Nature of Transactions	30th November, 2024	31st March, 2024	31st March, 2023	31st March, 2022
AVB Entech Pvt. Ltd	Debtors (Net of Creditors)	-	6.88	-	-
Cosmic EV Limited	Debtors (Net of Creditors)	(1.27)	(67.73)	-	-
Cosmic CRF Limited	Advance to Suppliers	26.16	-	-	-
Prilika Enterprises	Loan Taken	-	(97.12)	-	-
Prilika Enterprises	Rent Payable	-	0.35	-	-

Note: Due to reasons outlined in Note no. 45, the detailed information about related parties was not available with us for the Financial Year ended 31st march, 2022 and 31st march, 2023, hence the disclosures about the same could not be given.

35. Foreign Currency Transactions

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
FOB Value of Import of Goods				
USD in lakhs	1.38	-	-	-
INR	116.75			
Forex Gain/Loss	-	-	-	-
INR	1.13	-	-	-

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Annexure V- Notes to Restated Financial Information (continued)

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36. Statement of Tax Shelter

Particulars		As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
A	Profit before taxes as restated				
	- Taxable at normal Rate	891.58	94.39	46.85	65.12
	- Taxable at special Rate	-	-	-	-
B	Book profit				
	Profit After Tax	667.05	71.35	34.68	48.66
	Add : Income tax	224.62	23.44	12.48	16.47
	Add : Tax for earlier year	-	-	-	-
	Add: Deferred Tax	(0.10)	(0.40)	(0.31)	(0.01)
	Add: Provision for unascertained liability	-	-	-	-
	Book Profit for Tax Calculation	891.58	94.39	46.85	65.12
C	Normal Tax Rate Applicable %	25.17%	25.17%	25.17%	25.17%
	MAT Tax Rate	0.00%	0.00%	0.00%	0.00%
	Special Tax Rate Applicable %	0.00%	0.00%	0.00%	0.00%
D	Tax Impact As per Normal Provision(A*C)	224.39	23.76	11.79	16.39
E	Tax Impact As per MAT	-	-	-	-
F	Tax impact Higher of D or E	224.39	23.76	11.79	16.39
G	Adjustments:				
	Difference in depreciation	(0.07)	(2.55)	1.23	0.03
	Expenses disallowed	0.53	-	-	-
	Gratuity Expenses	0.46	1.28	-	-
	Other Adjustments	(0.02)	-	1.46	0.28
	Total	0.90	(1.26)	2.69	0.32
H	Unabsorbed Loss/(Carried Forward Loss Set off)	-	-	-	-
I	Net Adjustment (F) = (G+H)	0.90	(1.26)	2.69	0.32
J	Tax Expenses/ (Saving) thereon (I*C)	0.23	(0.32)	0.68	0.08
	(D+J)	224.62	23.44	12.48	16.47
K	Deferred Tax	(0.10)	(0.40)	(0.31)	(0.01)
L	Total tax expenses (H+I)	224.52	23.04	12.17	16.46

Note:

MAT is not applicable for the eight months period ended as on November 30, 2024 and the year ended March 2024, March 2023 and March 2022, as company has obtained for Taxation under new regime under section 115BAA of Income Tax Act.

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37. Statement of Deferred tax (Assets) / Liabilities as Restated

Particulars		As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
A	Depreciation as per Companies Act, 2013	19.09	3.10	4.75	4.97
B	Depreciation as per Income tax Act, 1961	20.57	4.65	6.01	5.01
	Difference in WDV (A-B)	(1.47)	(1.55)	(1.26)	(0.03)
C	Gratuity Expenses	0.46	1.28	-	-
D	Other Adjustments	(2.21)	(2.56)	-	-
E	Deferred Tax (Asset)/ Liability	(0.81)	(0.71)	(0.32)	(0.01)
F	Previous year	(0.71)	(0.32)	(0.01)	
G	Deferred Tax (Asset)/ Liability	(0.10)	(0.40)	(0.31)	(0.01)
H	Total Deferred Tax (Asset)/ Liability (F+G)	(0.81)	(0.71)	(0.32)	(0.01)
	Restated Closing Balance of Deferred Tax (Asset)/ Liability	(0.81)	(0.71)	(0.32)	(0.01)
	Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	(0.71)	(0.32)	(0.01)	-
	Deferred Tax (Assets)/ Liability should be charged to Profit & Loss	(0.10)	(0.40)	(0.31)	(0.01)

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return respective years stated above.

2. 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 IV, I, II and III.

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Annexure V- Notes to Restated Financial Information (continued)

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38. Statement of Capitalisation

Particulars	Pre Issue	Post Issue
	31st March 2024	
		[.]
Debt		
Short Term Debt	1,501.00	
Long Term Debt	-	
Total Debt	1,501.00	
Shareholders' Fund (Equity)		
Share Capital	251.06	
Reserves & Surplus	3,224.10	
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	3,475.16	
Long Term Debt/Equity	-	
Total Debt/Equity	0.43	

Notes:

1. Short term debts represents the debts which are expected to be paid/payable within 12 months and includes instalment of term loans repayable within 12 months.
2. Long term debts represent debts other than Short term debts as defined above but excludes instalment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at 30th November 2024, 31st March 2024. Effect of Increase in Capital after 31st March 2024 not taken.

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Annexure V- Notes to Restated Financial Information (continued)

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39. Impact of restatement adjustments

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Net profit after tax as per audited financial statements	665.27	54.44	34.67	49.82
Restatement adjustments:				
For changes in Provision of Income Tax	-	(4.73)	(0.36)	0.39
Trade Discount received not considered	-	21.09	-	-
For changes in Gratuity Exp	1.28	(1.28)		
For changes in Finance Cost	-	1.83	-	(1.83)
For changes in Deferred Tax	0.50	0.01	0.31	0.01
For changes in Depreciation	-	-	0.06	0.26
Total adjustments	1.79	16.91	0.01	(1.16)
Restated net profit after tax	667.05	71.35	34.68	48.66

(a) Reconciliation of restated Equity/ Net worth

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Equity/ Net worth as per audited financials				
	3,206.56	138.85	84.41	49.74
Restatement adjustments:				
Increase/(Decrease) in Profits	1.28	16.90	0.01	(1.16)
Increase/(Decrease) in accumulated Profits	15.76	(1.16)	(1.16)	-
For changes in Deferred Tax	0.50	0.01	-	-
Total adjustments	17.54	15.75	(1.15)	(1.16)
Restated Equity/ Net worth	3,224.10	154.60	83.26	48.57

(b) Explanatory notes for the restatement adjustments

(i) The amount relating to the income/ expenses have been adjusted in the year to which the same relates to and under which head the same related to.

(ii) Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per audited financials of the company for all the years.

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40. Ratio Analysis

Particulars	Numerator	Denominator	As at 30th November 2024	As at 31st March 2024	Variances	% Variance	Reasons
Current Ratio (no. of times)	Current Assets	Current Liabilities	1.71	1.68	0.03	1.76	NA
Return on Equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	35.23%	30.34%	0.05	16.11	NA
Debt-Equity Ratio (no. of times)	Total Borrowings	Shareholder's Equity	0.43	0.31	0.12	38.80	Due to substantial increase in Net worth
Debt Service Coverage Ratio (no. of times)	Earning before interest, depreciation and taxes	Debt Service	7.29	1.46	5.82	398.31	Due to increase in earnings resulting in increase in profit during the period
Trade Receivables turnover ratio (no. of times)	Net Credit Sales	Average trade receivables	3.91	2.30	1.61	70.17	Due to substantial increase in turnover during the period
Trade payables turnover ratio (no. of times)	Net Credit Purchases	Average trade payables	4.18	0.99	3.19	323.00	Due to substantial increase in purchases
Inventory Turnover Ratio (no. of times)	Revenue from Operations	Average Inventory	5.00	0.66	4.34	655.42	Due to substantial increase in turnover during the period
Net capital turnover ratio (no. of times)	Net Sales	Working Capital	2.91	0.80	2.11	263.74	Due to substantial increase in turnover during the period as compared to average working capital
Net profit ratio (%)	Net Profits after taxes	Net Sales	15.50%	37.26%	(0.22)	(58.41)	Due to comparatively greater increase in sales as compared to profit.
Return on Capital employed (%)	Earning before interest and taxes	Capital Employed	18.52%	28.44%	(0.10)	(34.89)	Due to more increase in capital employed as compared to EBIT.

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40. Ratio Analysis (Continued)

Particulars	Numerator	Denominator	As at 31st March 2024	As at 31st March 2023	Variances	% Variance	Reasons
Current Ratio (no. of times)	Current Assets	Current Liabilities	1.68	1.71	(0.02)	(1.31)	Due to substantial increase in current liabilities
Return on Equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	30%	24.61%	0.06	23.26	Due to a greater increase in Net Profit than average shareholder's equity
Debt-Equity Ratio (no. of times)	Total Borrowings	Shareholder's Equity	0.31	0.55	(0.24)	(43.64)	Due to substantial increase in shareholder's equity
Debt Service Coverage Ratio (no. of times)	Earning before interest, depreciation and taxes	Debt Service	1.46	1.72	(0.25)	(14.82)	Due to repayment of borrowings
Trade Receivables turnover ratio (no. of times)	Net Credit Sales	Average trade receivables	2.30	8.26	(5.96)	(72.19)	Due to increase in average trade receivable and decrease in turnover.
Trade payables turnover ratio (no. of times)	Net Credit Purchases	Average trade payables	0.99	7.94	(6.95)	(87.56)	Due to increase in average trade payables and decrease in purchases.
Inventory Turnover Ratio (no. of times)	Revenue from Operations	Average Inventory	0.66	4.90	(4.24)	(86.49)	Due to decrease in sales and increase in average inventory
Net capital turnover ratio (no. of times)	Net Sales	Working Capital	0.80	4.75	(3.95)	(83.15)	Due to decrease in sales and increase in average working capital
Net profit ratio (%)	Net Profits after taxes	Net Sales	37%	4.42%	0.33	743.51	Due to improvement in profitability
Return on Capital employed (%)	Earning before interest and taxes	Capital Employed	28%	22.93%	0.06	24.03	Due to a greater increase in earnings before interest and tax than capital employed

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41. Statement of Mandatory Accounting Ratios

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Net Worth (A)	3,475.16	312.10	158.26	123.57
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	924.73	118.02	59.57	68.95
Restated profit after tax (B)	667.05	71.35	34.68	48.66
Number of equity share outstanding as on the end of year/period (C) - Refer Note 3	25,10,600	15,75,000	7,50,000	7,50,000
Weighted average number of equity shares outstanding during the year/period (D) (Pre Bonus)	23,12,810	10,09,932	7,50,000	85,014
Weighted average number of equity shares outstanding during the year/period (E) - Refer Note 32 (Post Bonus)	1,38,76,860	60,59,592	45,00,000	5,10,084
Weighted average number of diluted equity shares outstanding during the year/period (F) (Pre Bonus)	23,12,810	10,09,932	7,50,000	85,014
Weighted average number of diluted equity shares outstanding during the year/period (G) - Refer Note 32 (Post Bonus)	1,38,76,860	60,59,592	45,00,000	5,10,084
Current assets (G)	6,374.65	740.38	381.57	369.58
Current liabilities (H)	3,718.55	439.50	203.94	216.51
Basic earning per share (INR) (B/D) (Pre Bonus)	28.84	7.06	4.62	57.23
Diluted earning per share (INR) (B/F) (Pre Bonus)	28.84	7.06	4.62	57.23
Basic earning per share (INR) (B/E) (Post Bonus)	4.81	1.18	0.77	9.54
Diluted earning per share (INR) (B/G) (Post Bonus)	4.81	1.18	0.77	9.54
Return on net worth (%) (B/A)	19.19%	22.86%	21.92%	39.37%
Net asset value per share - (A/D) (Face value of Rs. 10 each) (Pre Bonus)	150.26	30.90	21.10	145.36
Net asset value per share - (A/E) (Face value of Rs. 10 each) (Post Bonus)	25.04	5.15	3.52	24.23
Current ratio (G/H)	1.71	1.68	1.87	1.71

41.1. The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax, as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.): Net profit after tax, as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year

(c) Return on net worth (%): Net profit after tax, as restated / Net worth at the end of the period or year

(d) Net assets value per share (Rs.) : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701

Annexure V- Notes to Restated Financial Information (continued)

(Amount in INR lakhs , unless otherwise stated)

42. Key Performance Indicators

Key Performance Indicators	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	4304.29	191.50	785.20	1174.69
Total Income	4313.02	207.73	785.20	1174.69
Gross Profit ⁽¹⁾	1355.74	207.36	210.24	268.56
Gross Margin ⁽²⁾	31.50%	108.29%	26.78%	22.86%
EBITDA ⁽³⁾	924.73	118.02	59.57	68.95
EBITDA Margin ⁽⁴⁾	21.48%	61.63%	7.59%	5.87%
Profit After Tax for the Year ("PAT") ⁽⁵⁾	667.05	71.35	34.68	48.66
PAT Margin ⁽⁶⁾	15.50%	37.26%	4.42%	4.14%
ROE ^{(7)*}	35.23%	30.34%	24.61%	78.17%
ROCE ^{(8)*}	18.52%	28.44%	22.93%	34.93%
Net Debt/ EBITDA ⁽⁹⁾	0.31	0.71	1.37	0.89

**Not annualised*

- i) Gross Profit is calculated as Revenue from Operations less Purchases of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade
- ii) Gross Margin is calculated as Gross Profit divided by Revenue from Operations
- iii) EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense less other income
- iv) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- v) Profit after tax for the year means the profit for the year as appearing in the Restated Financial Information
- vi) PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.
- vii) Return on Equity (%) is calculated as restated profit for the year divided by average total equity
- viii) Return on Capital Employed (%) is calculated as EBIT divided by Capital Employed
- ix) Net Debt/EBITDA, Net debt is Total Borrowings less Cash and bank balances

Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701

Annexure V- Notes to Restated Financial Information(Continued)

(Amount in INR lakhs , unless otherwise stated)

43. Corporate Social Responsibility

The said provisions of Corporate Social Responsibility under section 135 of Companies Act, 2013 are not applicable to the company.

44. Other Relevant Disclosures

Additional regulatory information required by Schedule III of Companies Act, 2013:

- A. Since the company does not have any borrowings that require periodic reporting of book debt statement, such a disclosure has not been included in the financial statements.
- B. Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.
- C. The company has no transactions, which are not recorded in the books of accounts and which are surrendered or disclosed as income during the year in the tax assessment or in search or survey or under any other relevant provision of the Income Tax Act, 1961.
- D. The Company has not traded or invested in crypto currency or virtual currency for eight months period ended November 30, 2024 and the year ended March 2024, March 2023 and March 2022.
- E. The Company does not have any transaction for eight months period ended November 30, 2024 and the year ended March 2024, March 2023 and March 2022 with the companies which are struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- F. The company has not been declared as wilful defaulter by any bank or from any other lender for eight months period ended November 30, 2024 and the year ended March 2024, March 2023 and March 2022.
- G. The company has registered all the charges which are required to be registered under the terms of the loan and liabilities and submitted Documents with ROC within the period as required by Companies Act, 2013.
- H. As per the information & detail available on records and the disclosure given by the management, the company has complied with the number of layers prescribed under clause (87) of section 2 of the companies act read with the Companies (Restriction on number of layers) Rules 2017.
- I. As per the Information & details available on records and the disclosure given by the management, the company has not advanced, loaned or invested to any other person or entity or foreign entities with the understanding that the intermediary shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the company or provided any guarantee, security or like to or on behalf of the company. Further the company has not received any funds from any person, entity including the foreign entity with the understanding that the company shall directly or indirectly lend, invest or guarantee, security or like manner on behalf of the funding party.
- J. Compliance with approved scheme(s) of arrangements: The Company has not entered into any scheme of arrangement which has an accounting impact on current or any previous financial year.
- K. The company do not have any transactions during the period ended 30th November 2024 and financial year 2023-24, 2022-23 and 2021-22 with struck off companies under Section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

45. Additional Note

It may be noted that there is a change in the management and control of the company with effect from 8th December 2023. The present management has not been able to receive certain financial information from the erstwhile management and the restated financial statements have been prepared based on the audited financial statements for the Financial Year ended 31st March 2022 and 31st March 2023 and other related financial and accounting data available with us. Further to reconcile the statements of debtors and creditors, we have issued a press release dated 9th December, 2024 giving a time period of 90 days requesting the parties to come and get their account reconciled by February 9th, 2025. However till date we have not received communication from any party.

For BAID AGARWAL SINGHI & CO.
Chartered Accountants
(FRN 328671E)

For and on behalf of the Board of Directors of
Raft Motors Limited
(Formerly known as "Raft Motors Private Ltd.")
CIN: U52100MH2019PLC331701

CA Dhruv Narayan Agarwal
Partner
Membership No: 306940

Kushal Choudhury
Whole Time Director
DIN :3359252

Aditya Vikram Birla
Director
DIN - 06613927

Place: Kolkata
Date: 21st Day of December, 2024
UDIN:

Om Prakash Lohia
Chief Financial Officer

Biswashree Pati
Company Secretary
Membership No. A67946

OTHER FINANCIAL INFORMATION

STATEMENT OF MANDATORY ACCOUNTING RATIOS

The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in lakhs)

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Net Worth (A)	3,475.16	312.10	158.26	123.57
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	924.73	118.02	59.57	68.95
Restated profit after tax (B)	667.05	71.35	34.68	48.66
Number of equity share outstanding as on the end of year/period (C) - Refer Note 3	25,10,600	15,75,000	7,50,000	7,50,000
Weighted average number of equity shares outstanding during the year/period (E) (Pre Bonus)	23,12,810	10,09,932	7,50,000	85,014
Weighted average number of equity shares outstanding during the year/period (F) - Refer Note 32 (Post Bonus)	1,38,76,860	60,59,592	45,00,000	5,10,084
Weighted average number of diluted equity shares outstanding during the year/period (G) (Pre Bonus)	23,12,810	10,09,932	7,50,000	85,014
Weighted average number of diluted equity shares outstanding during the year/period (H) - Refer Note 32 (Post Bonus)	1,38,76,860	60,59,592	45,00,000	5,10,084
Current assets (I)	6,374.65	740.38	381.57	369.58
Current liabilities (J)	3,718.55	439.50	203.94	216.51
Basic earning per share (INR) (B/E) (Pre Bonus)	28.84	7.06	4.62	57.23
Diluted earning per share (INR) (B/G) (Pre Bonus)	28.84	7.06	4.62	57.23
Basic earning per share (INR) (B/F) (Post Bonus)	4.81	1.18	0.77	9.54
Diluted earning per share (INR) (B/H) (Post Bonus)	4.81	1.18	0.77	9.54
Return on net worth (%) (B/A)	19.19%	22.86%	21.92%	39.37%
Net asset value per share - (A/E) (Face value of Rs. 10 each) (Pre Bonus)	150.26	30.90	21.10	145.36
Net asset value per share - (A/F) (Face value of Rs. 10 each) (Post Bonus)	25.04	5.15	3.52	24.23
Current ratio (I/J)	1.71	1.68	1.87	1.71

The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax, as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.): Net profit after tax, as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year

(c) Return on net worth (%): Net profit after tax, as restated / Net worth at the end of the period or year

(d) Net assets value per share (Rs.) : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) Net worth has been calculated as sum of Equity Share Capital and Reserves and surplus (comprising of Securities Premium, Foreign Currency Translation Reserve and Surplus of Profit and Loss Account)

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. AS 18 'Related Party Disclosures' for the period ended November 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, and as reported in the Restated Financial Statements, see "Restated Financial Statements – Financial Statements – Note 34: - Notes to Restated Financial Statements – Related Party Disclosures".

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION 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 November 30, 2024 and the financial years ended March 31, 2024, 2023 and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled “Financial Statements” and the chapter titled “Financial Statement” on page 151 of the Draft Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled “Risk Factors” on page 20 of this Draft Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled “Forward-Looking Statements” on page 13 of this Draft Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-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 Raft Motors Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the period ended November 30, 2024 and the financial years ended March 31, 2024, 2023 and 2022 included in this Draft Prospectus beginning on page 151 of this Draft Prospectus

BUSINESS OVERVIEW

Raft Motors is driven by a passion for innovation and a commitment to excellence. Raft Motors, operating in electric vehicle (EV) manufacturing sector, stands at the committed towards sustainable and eco-friendly mobility solutions. Established in 2019, the company has rapidly evolved as a significant player in the EV market, specializing in the design, development, manufacturing and distribution of high-quality electric two-wheelers. Our models are designed to cater to both low-speed and high-speed categories, providing the best options for eco-conscious riders. Our Company manufactures a comprehensive range of electric two-wheelers. The manufacturing process is carried out at Viyoev Ventures LLP, Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, India, on contract manufacturing basis.

We manufacture comprehensive range of electric two-wheelers. Raft Motors is a part of Cosmic Birla Group based out of Kolkata. Committed to addressing the urgent need for electric mobility solutions in India, Raft Motors focuses on delivering user friendly, technologically advanced and affordable electric two-wheelers. Our mission extends beyond product excellence, aiming to contribute to a cleaner and more sustainable future for the nation and also develop further electric based mobility solutions. We are presently operating in Maharashtra, West Bengal, Odisha, Gujarat and Madhya Pradesh.

Our Company’s manufacturing and assembling setup is strategically located at Viyoev Ventures LLP, Gala 4 & 5, Building A-5, Om Rudra Complex, Kaman Road, Near Anjur Phata, Bhiwandi – 421302, Maharashtra, India. This facility is owned by Viyoev Ventures LLP, with whom we have entered into an Exclusive Agreement dated January 3, 2024 pursuant to which they manufacture and supply our products from their manufacturing and assembling setup. Under the said Exclusive Agreement, we supply components and fitments for our electric two wheelers manufacturing. The entire manufacturing and assembling process is carried out under our strict supervision and control. Each production stage is monitored and checked for quality control as per pre-defined quality control standards. We have defined Standard Operating Procedure (SOP) and list of tools and equipment that needs to be installed in the manufacturing facility to ensure our products are as per our quality standard.

Further, we have already setup a new manufacturing facility equipped with latest technology and equipment in the state of West Bengal at Dakshin Jharpardaha, ONGC Road, Domjur, Dakshin, Jharpardaha, Howrah, West Bengal – 711405. The manufacturing facility setup with all required equipment and tools is ready and commissioned. The commercial production is yet to commence at the new facility at Domjur, Howrah, and the licences are yet to be obtained.

For detailed information on the business of our Company please refer to “Our Business” beginning on page numbers [●] of this Draft Prospectus.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited accounts i.e. March 31, 2024, the Directors of our Company confirm that, there have not been any significant material developments.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page [●] of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous

factors including the following:

- We do not own our Registered Office and Corporate Office and the land on which our new factory at Domjur is situated. A failure to renew our existing arrangement at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation
- Our Company, Individual Promoter, and Directors are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations.
- Our success depends on our ability to successfully develop, introduce, manufacture, market and deliver new electric vehicle models of high quality on schedule and on a large scale, which may expose us to new and increased challenges and risks.
- We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.
- We do not own the manufacturing facility located at Bhiwandi, Maharashtra. A failure to renew our existing arrangement at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation.

DISCUSSION ON RESULT OF OPERATION

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “*Restated Financial Statements*” beginning on page [●] of the Draft Prospectus.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

- **Revenue of operations**

Our Company’s revenue is primarily generated from the sale of electric two wheeler, its components and accessories.

- **Other Income**

Our other income mainly consists of forex gain and liabilities no longer required written back.

The below table show our revenue for the period ended November 30, 2024 and for the fiscal 2024, 2023 and 2022:

Particulars	For the period ended			
	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Income				
Revenue from Operations	4,304.29	191.50	785.20	1,174.69
% of total revenue	99.80%	92.19%	100.00%	100.00%
Other income	8.73	16.23	-	-
% of total revenue	0.20%	7.81%	0.00%	0.00%
Total Revenue	4,313.02	207.73	785.20	1,174.69

(₹ In Lakhs)

Expenditure

Our total expenditure primarily consists of cost of cost of materials consumed, changes in inventories, employee benefits expenses, finance cost, depreciation and amortisation and other expenses.

- **Cost of materials consumed and services received**

This represents purchases of raw materials, mainly, CKD Materials, Battery, Charger, Tyre and Chassis. In addition, we also require other fitments and components.

- **Changes in inventories of finished goods**

This relates to the changes in inventories of finished goods.

- **Employment Benefit Expenses**

It includes salaries, wages, bonus and allowances, contributions to welfare funds, provision for gratuity and other expenses.

- **Other Expenses**

It includes Auditors' Remuneration, Business Promotion, Bank Charges, Business Acquisition Expenses, Consumption of Store and Spare Parts, Commission & Brokerage, Donation, Electricity Charges, Factory Expenses, Freight Charges, Filing fees, Insurance Premium, Impairment of Inventories, Job Work Charges, Loading and unloading charges, Repairs to Machinery & Service Charges, Misc. Expenses, Office Expense, Printing and Stationery, Postage & Telephone, Professional & Legal Fee, Rent & Hire Charges, Rates and taxes, Security Charges, Software Expenses, Travelling & Conveyance, Telephone Charges.

- **Finance Costs**

Our finance costs mainly include processing charges and interest.

- **Depreciation**

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION

(₹ In Lakhs)

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Incomes:				
Revenue from Operations	4,304.29	191.50	785.20	1,174.69
% of total revenue	99.80%	92.19%	100.00%	100.00%
% Increase/(Decrease)	-	(75.61%)	-33.16%	-
Other income	8.73	16.23	-	-
% of total revenue	0.20%	7.81%	0.00%	0.00%
% Increase/(Decrease)	-	-	-	-
Total Revenue	4,313.02	207.73	785.20	1,174.69
% Increase/(Decrease)	-	(73.54%)	(33.16%)	-
Expenses:				
Cost of raw material consumed	2,594.78	36.78	262.31	-
% of total revenue	60.16%	17.70%	33.41%	0.00%
% Increase/(Decrease)	-	(85.98%)	-	-
Changes in Inventories	353.77	(52.65)	312.65	906.13
% of total revenue	8.20%	(25.34%)	39.82%	77.14%
% Increase/(Decrease)	-	(116.84%)	(65.50%)	-
Employee Benefit expenses	94.34	34.27	83.04	72.13
% of total revenue	2.19%	16.50%	10.58%	6.14%
% Increase/(Decrease)	-	(58.73%)	15.13%	-
Other Expenses	345.40	71.30	67.62	127.48
% of total revenue	8.01%	34.33%	8.61%	10.85%
% Increase/(Decrease)	-	5.44%	(46.95%)	-
Total Expense	3,388.29	89.70	725.62	1,105.74
% of total revenue	78.56%	43.18%	92.41%	94.13%
% Increase/(Decrease)	-	(87.64%)	(34.38%)	-
Profit before Interest, Depreciation and Tax	924.73	118.02	59.58	68.95
% of total revenue	21.44%	56.82%	7.59%	5.87%

Particulars	As at 30th November 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Depreciation and amortization Expenses	3.37	1.65	3.26	1.22
% of total revenue	0.08%	0.79%	0.41%	0.10%
% Increase/(Decrease)	-	-49.39%	166.03%	-
Profit before Interest and Tax	921.37	116.38	56.32	67.72
% of total revenue	21.36%	56.02%	7.17%	5.77%
Financial Cost	29.79	21.98	9.46	2.61
% of total revenue	0.69%	10.58%	1.21%	0.22%
% Increase/(Decrease)	-	132.29%	263.05%	-
Profit before Tax and Extraordinary Expenses*	891.58	94.39	46.85	65.12
% of total revenue	20.67%	45.44%	5.97%	5.54%
Extraordinary Expenses	-	-	-	-
% of total revenue	-	-	-	-
% Increase/(Decrease)	-	-	-	-
Restated Profit/(Loss) before tax	891.58	94.39	46.85	65.12
% of total revenue	20.67%	45.44%	5.97%	5.54%
% Increase/(Decrease)	-	101.46%	(28.05%)	-
Tax expenses/(income)				
Current Tax	224.62	23.44	12.48	16.47
Deferred Tax	(0.10)	(0.40)	(0.31)	(0.01)
Total tax expenses	224.52	23.04	12.17	16.46
% of total revenue	5.21%	11.09%	1.55%	1.40%
Restated profit/(loss) after Tax	667.05	71.35	34.68	48.66
% of total revenue	15.47%	34.35%	4.42%	4.14%
% Increase/(Decrease)	-	105.71%	(28.72%)	-

* includes other income

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during stub period and the preceding three Fiscals ended 2024, 2023 and 2022:

(₹ in lakhs)

State	November 30, 2024		2024		2023		2022	
	Value	%	Value	%	Value	%	Value	%
Gujarat	18.59	0.43%	-	0.00%	26.67	3.40%	48.43	4.12%
Telangana	-	0.00%	-	0.00%	72.50	9.23%	104.17	8.87%
Punjab	-	0.00%	-	0.00%	102.50	13.05%	203.33	17.31%
Maharashtra	911.62	21.18%	73.37	38.31%	343.33	43.73%	540.83	46.04%
Odisha	16.78	0.39%	1.78	0.93%	87.67	11.16%	84.29	7.18%
Rajasthan	-	0.00%	-	0.00%	60.71	7.73%	64.50	5.49%
West Bengal	3,236.54	75.19%	88.98	46.46%	25.83	3.29%	44.29	3.77%
Others	120.76	2.81%	27.37	14.30%	65.99	8.40%	84.86	7.22%
Total	4,304.29	100.00%	191.50	100.00%	785.20	100.00%	1,174.69	100.00%

Product Portfolio

Our company has both B2B and B2C Business model. In the electric two-wheeler segment, there are two category of products, (i) Low Speed Electric 2-wheeler having speed caped at not more than 25KMPH and (ii) High Speed Electric 2-wheeler having speed at more than 25KMPH. Presently, both the category and have different models in each segment. Our electric two-wheelers models are:

Name of product	Usages	Description
Warrior	Electric 2-wheeler	Low Speed Vehicle
Soldier	Electric 2-wheeler	Low Speed Vehicle
Jispa	Electric 2-wheeler	Low Speed Vehicle
Nubra	Electric 2-wheeler	Low Speed Vehicle

Name of product	Usages	Description
Indus	Electric 2-wheeler	Low Speed Vehicle
Jispa Nx	Electric 2-wheeler	Low Speed Vehicle
Teesta	Electric 2-wheeler	Low Speed Vehicle
Indrajeet	Electric 2-wheeler	Low Speed Vehicle
Magnetic	Electric 2-wheeler	Low Speed Vehicle
Zanskar	Electric 2-wheeler	High Speed Vehicle

Break up of sale through channel partner (B2B) and through dealers / distributors / B2C

Particulars	November 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Amount	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Sale through channel partner (B2B)	2,060.18	47.86%	-	-	-	-	-	-
Sale through dealers / distributors /B2C	2,244.11	51.14%	191.50	100.00%	712.86	100.00%	1,004.71	100.00%

Break-up of the revenue from sale of e-two wheelers and from its service etc.:

Segments	November 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Sale of Electric two wheelers	2,132.73	49.55%	190.6	99.53%	712.86	90.79%	1004.71	85.53%
Service, Parts and Components of Electric two wheelers	2,171.56	50.45%	0.90	0.47%	72.34	9.21%	169.98	14.47%
Total	4,304.29	100.00%	191.50	100.00%	785.20	100.00%	1,174.69	100.00%

Capacity utilised

Our existing capacity and capacity utilization are as under:

Particulars	November 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Aggregate Installed Capacity (units per annum)	6,667*	4,000^	2,000	2,000
Capacity Utilization (units per month)	1,817	241	950	1,428
Capacity Utilization (%)	27.25%	6.03%	47.50%	71.40%

* Proportionate for 8 months

^ Addition capacity w.e.f. January 1, 2024 from 2,000 unit per annum to 10,000 units per annum

REVIEW OF OPERATIONS FOR THE PERIOD ENDED NOVEMBER 30, 2024

Income from Operations

Our revenue from operations for the period ended November 30, 2024 was ₹ 4,304.29 Lakhs which was about 99.80% of the total revenue and which comprises of revenue from sale of electric two wheelers, components and accessories. During this period, our Company has started selling its electric two wheelers through channel partners to the last mile delivery businesses and Pan India aggregator. This strategy turnaround our Company and resulted in the significant growth in sale. Further, to address challenges related to business performance and logistical inefficiencies, the new management team terminated all old dealership agreements except 2. In their place, our Company have appointed a new network of dealers and distributors strategically located to better serve our target markets and drive future growth.

Other Income

Our other income for the period ended November 30, 2024 was ₹ 8.73 Lakhs which was about 0.20% of the total revenue and which includes forex gain and liabilities no longer required written back.

Expenditure

Cost of materials consumed

The Cost of materials consumed for the period ended November 30, 2024 were ₹ 2,594.78 Lakhs which was about 60.16% of the total revenue.

Changes in inventories of finished goods

The changes in inventories of finish goods for the period ended November 30, 2024 were ₹353.77 Lakhs.

Employee Benefits expenses

The employee benefits expenses for the period ended November 30, 2024 were ₹ 94.34 Lakhs which was about 2.19% of the total revenue and which includes salaries, wages, bonus and allowances, contributions to welfare funds, provision for gratuity and other expenses.

Other Expenses

Other Expenses for the period ended November 30, 2024 were ₹345.40 Lakhs which was about 8.01% of the total revenue and which includes Auditors' Remuneration, Business Promotion, Bank Charges, Business Acquisition Expenses, Consumption of Store and Spare Parts, Commission & Brokerage, Donation, Electricity Charges, Factory Expenses, Freight Charges, Filing fees, Insurance Premium, Impairment of Inventories, Job Work Charges, Loading and unloading charges, Repairs to Machinery & Service Charges, Misc. Expenses, Office Expense, Printing and Stationery, Postage & Telephone, Professional & Legal Fee, Rent & Hire Charges, Rates and taxes, Security Charges, Software Expenses, Travelling & Conveyance, Telephone Charges.

EBIDTA

Our EBITDA for the period ended November 30, 2024 were ₹ 924.73 Lakhs which is about 21.44% of the revenue from operation. During this period, our Company has started selling its electric two wheelers through channel partners to the last mile delivery businesses and Pan India aggregator. This strategy turnaround our Company and resulted in the significant growth in sale and EBITDA margins as compared to the previous financial years 2024, 2023 and 2022.

Financial Costs

Financial costs for the period ended November 30, 2024 were ₹ 29.79 Lakhs which was about 0.69% of the total revenue and which consists of interest and other finance charges.

Depreciation

Depreciation for the period ended November 30, 2024 were ₹3.37 Lakhs which was about 0.08% of the total revenue and which consists of depreciation and amortization expenses.

Profit/(Loss) after Tax

PAT for the period ended November 30, 2024 was ₹667.05 Lakhs which is 15.47% of the revenue from operation. During this period, our Company has started selling its electric two wheelers through channel partners to the last mile delivery businesses and Pan India aggregator. This strategy turnaround our Company and resulted in the significant growth in sale and PAT margins as compared to the previous financial years 2024, 2023 and 2022.

FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023

Income

Total revenue has decreased by ₹593.70 Lakhs and 75.61%, from ₹ 785.20 Lakhs in the fiscal year ended March 31, 2023 to ₹ 191.50 Lakhs in the fiscal year ended March 31, 2024. The decrease in revenue was on account of challenges related to business performance and logistical inefficiencies. The poor marketing strategy and dependency on small dealers resulted in decrease in sale of electric two wheelers. This has impacted the revenue and overall financial performance.

Expenditure

Total Expenditure decreased by ₹625.01 Lakhs and 84.65%, from ₹ 738.34 Lakhs in the fiscal year ended March 31, 2023 to ₹ 113.34 Lakhs in the fiscal year ended March 31, 2024. Overall expenditure was decreased mainly due to decrease in sales resulting in lower production. Due to lower production, the total expenditure decreased significantly.

Cost of materials consumed

Cost of materials consumed was decreased by ₹ 225.53 Lakhs which is 85.98%, from ₹ 262.31 Lakhs in the fiscal year ended March 31, 2023 to ₹ 36.78 Lakhs in the fiscal year ended March 31, 2024. The decreased was mainly due to decrease in production.

Changes in inventories of finished goods

Changes in inventories of finished goods was ₹(52.65) Lakhs in the fiscal year ended March 31, 2024 as against ₹ 312.65 Lakhs the fiscal year ended March 31, 2023. The increase in changes in inventories of finish goods was because of lower production.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage decreased by ₹48.77 Lakhs and 58.73% from ₹83.04 Lakhs in the fiscal year ended March 31, 2023 to ₹ 34.27 Lakhs in the fiscal year ended March 31, 2024. Overall employee cost was decreased due to decrease in staff strength on account of lower production.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 3.68 Lakhs and 5.44% from ₹ 67.62 Lakhs in the fiscal year ended March 31, 2023 to ₹ 71.30 Lakhs in the fiscal year ended March 31, 2024.

EBIDTA

Profit before Interest, Depreciation and Tax has increased by ₹58.45 Lakhs and 98.11% from ₹ 59.58 Lakhs in the fiscal year ended March 31, 2023 to ₹ 118.02 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax was increased due to clearance of opening inventories and discount received from supplier for the purchases of earlier year. During the FY2024, the production was very low and that due to lower production of commercial operations, the operating expenses were less. This has resulted in increased profitability.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 12.52 Lakhs and 132.29% from ₹ 9.46 Lakhs in the fiscal year ended March 31, 2023 to ₹ 21.98 Lakhs in the fiscal year ended March 31, 2024. Finance Costs was increased mainly due to higher interest outgo on increased borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹1.61 Lakhs and 49.39% from ₹3.26 Lakhs in the fiscal year ended March 31, 2023 to ₹1.65 Lakhs in the fiscal year ended March 31, 2024. Decrease in depreciation is general in nature.

Net Profit after Tax

Net Profit has increased by ₹ 36.66 Lakhs and 105.71% from ₹ 34.68 Lakhs in the fiscal year ended March 31, 2023 to ₹71.35 Lakhs in the fiscal year ended March 31, 2024. Net profit was increased due to clearance of opening inventories and discount received from supplier for the purchases of earlier year. During the FY2024, the production was very low and that due to lower production of commercial operations, the operating expenses were less. This has resulted in increased profitability.

FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022

Income

Total revenue has decreased by ₹ 389.49 Lakhs and 33.16%, from ₹ 1,174.69 Lakhs in the fiscal year ended March 31, 2022 to ₹ 785.20 Lakhs in the fiscal year ended March 31, 2023. The decrease in revenue was on account of lower sale volume and shift from finish procurement to manufacturing under contract manufacturing. Further, challenges related to business performance and logistical inefficiencies also resulted in decrease in sales. The poor marketing strategy and dependency on small dealers resulted in decrease in sale of electric two wheelers. This has impacted the revenue and overall financial performance.

Expenditure

Total Expenditure decreased by ₹371.23 Lakhs and 33.46%, from ₹1,109.57 Lakhs in the fiscal year ended March 31, 2022 to ₹ 738.34 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was decreased mainly due to lower production.

Cost of materials consumed

Cost of materials consumed was ₹ 262.31 Lakhs and 33.41% of the revenue. In the fiscal year ended March 31, 2022 the Cost of materials consumed was nil as the Company was not getting its electric two wheelers manufactured instead it was taken on finished form from the manufacturer. Then subsequently, these electric two wheelers were sold through dealers / distributors to consumers directly. Our Company has no B2C sale in both FY2023 and FY2022.

Changes in inventories of finished goods

Changes in inventories of finished goods decreased by ₹ 593.48 and 65.50%, from ₹906.13 in the fiscal year ended March 31, 2022 to ₹ 312.65 in the fiscal year ended March 31, 2023. Reduction in the Changes in inventories of finished goods was on account of higher sale of inventory.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹ 10.91 Lakhs and 15.13% from ₹72.13 Lakhs in the fiscal year ended March 31, 2022 to ₹ 83.04 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to increase in staff strength and general increment in salary and incentives to employees.

Other Expenses

Other Expenses in terms of value and percentage decreased by ₹59.85 Lakhs and 46.95% from ₹ 127.48 Lakhs in the fiscal year ended March 31, 2022 to ₹ 67.62 Lakhs in the fiscal year ended March 31, 2023. The decrease was mainly on account of rent and hire charges, commission & brokerage and misc. expenses.

EBIDTA

Profit before Interest, Depreciation and Tax has decreased by ₹9.37 Lakhs and 13.59% from ₹68.95 Lakhs in the fiscal year ended March 31, 2022 to ₹59.58 Lakhs in the fiscal year ended March 31, 2023. Profit before Interest, Depreciation and Tax was decreased due to lower sale volume and shift from finish procurement to manufacturing under contract manufacturing.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 6.86 Lakhs and 263.05% from ₹ 2.61 Lakhs in the fiscal year ended March 31, 2022 to ₹ 9.46 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was increased mainly due to higher interest outgo on borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 2.03 Lakhs and 166.03% from ₹ 1.22 Lakhs in the fiscal year ended March 31, 2022 to ₹ 3.26 Lakhs in the fiscal year ended March 31, 2023. Increase in depreciation is general in nature.

Net Profit after Tax

Net Profit has decreased by ₹13.97 Lakhs and 28.72%, from ₹ 48.66 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹ 34.68 Lakhs in the fiscal year ended March 31, 2023. The decreased in PAT was due to lower sale volume and shift from finish procurement to manufacturing under contract manufacturing.

Cash Flows

(Amount ₹ in lacs)

Particulars	For the period ended			
	November 30, 2024	2024	2023	2022
Net Cash from Operating Activities	(1,882.97)	(63.03)	(8.27)	(127.32)
Net Cash from Investing Activities	(786.52)	-	3.03	(6.30)
Net Cash used in Financing Activities	3,870.09	70.26	13.89	135.41

Cash Flows from Operating Activities

Net cash from operating activities for the period ended November 30, 2024, was ₹ (1,882.97) lacs and for the fiscal 2024 was

at ₹(63.03) lacs as compared to the EBIDTA at ₹ 924.73 lacs and ₹ 118.02 lacs, while for fiscal 2023, net cash from operating activities was at ₹(8.27) lacs as compared to the EBIDTA at ₹ 59.57 lacs. For fiscal 2022, the net cash from operating activities was ₹(127.32) lacs compared to EBIDTA of ₹ 68.95 lacs.

Cash Flows from Investment Activities

Net cash from investing activities for the fiscal 2024 was ₹ (786.52) lacs. This negative cash outflow is attributed to increase in investment in plant and equipments for setting up of new manufacturing unit at Domjur, West Bengal. Net cash from investing activities was at ₹ Nil and ₹3.03 lacs and in the fiscal 2024 and 2023. For fiscal 2022, the net cash from investment activities was ₹(6.30) lacs due to purchase of assets.

Cash Flows from Financing Activities

Net cash from financing activities for the period ended November 30, 2024 was at ₹ 3,870.09 lacs and for the fiscal 2024 was at ₹ 70.26 lacs. The positive cash flow was on account of fund raise by issue of fresh equity. In fiscal 2023 it was ₹13.89 lacs due increased short term loans and borrowings. For fiscal 2022, the net cash from financing activities was ₹135.41 lacs on account of issuance of fresh equity and loans and borrowings.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page [•] and [•] respectively of this Draft Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on Page [•] and [•] respectively of this Draft Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

4. Future relationship between Costs and Income

Other than as described in the chapter titled “*Risk Factors*” beginning on Page [•] of this Draft Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

5. Competition Conditions

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, price and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at November 30, 2024, on the basis of amounts derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Financial Statements*” and “*Risk Factors*” on pages 187, 151 and 20 respectively.

(₹ in lakhs, except ratios)

Particulars	Pre-Offer as at November 30, 2024	As adjusted for the Offer*
Debt		
Short Term Debt	1,501.00	
Long Term Debt	-	
Total Debt	1,501.00	
Shareholders' Fund (Equity)		
Share Capital	251.06	
Reserves & Surplus	3,224.10	[●]
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	3,475.16	
Long Term Debt/Equity	-	
Total Debt/Equity	0.43	

* To be updated in Prospectus

Notes:

1. Short term debts represents the debts which are expected to be paid/payable within 12 months and includes instalment of term loans repayable within 12 months.
2. Long term debts represent debts other than Short term debts as defined above but excludes instalment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at November 30, 2024. Effect of Increase in Capital after November 30, 2024 not taken.

FINANCIAL INDEBTEDNESS

Secured Borrowings:

As on the date of this Draft Prospectus, our Company has not obtained any secured loans.

Unsecured Borrowings:

As of November 30, 2024, we had outstanding unsecured indebtedness, aggregating to ₹1,501.00 Lakhs. Set forth below is a brief summary of such indebtedness:

Sl No.	Name of the Lenders	Particulars of Loan	Purpose	Outstanding as on 30/11/2024 (Rs. in Lakhs) (Principal Amount)	Interest Rate	Terms of Payment
1	Arrowspace Construction Pvt Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
2	Aryavarat Suppliers Pvt Ltd	Unsecured Loan	Business - For Working Capital	92.00	9% p.a.	On Demand
3	Devkripa Marketing Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
4	Dhanapati Trading Private Ltd.	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
5	Disayam Suppliers Private Ltd. Formerly - Dhanganga Vyapaar Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
6	Frankshee Agencies Private Ltd. Formerly - Forceful Estates Private Ltd.	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
7	Funidea Vanijya Private Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
8	Ganeshvani Nirman Pvt.Ltd	Unsecured Loan	Business - For Working Capital	96.00	9% p.a.	On Demand
9	Hanuman Dealcom Pvt Ltd.	Unsecured Loan	Business - For Working Capital	41.00	9% p.a.	On Demand
10	Lakitya Merchandise Private Limited Formerly - Lovejoy Vinimay Pvt Ltd.	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
11	Mashinri Traders Private Limited Formerly - Manikala Retail Pvt. Ltd.	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
12	Rajhans Vinimay Private Ltd.	Unsecured Loan	Business - For Working Capital	90.00	9% p.a.	On Demand
13	Samskar Financial Service Pvt Ltd	Unsecured Loan	Business - For Working Capital	20.00	9% p.a.	On Demand
14	Shilpayan Rural Development Pvt Ltd	Unsecured Loan	Business - For Working Capital	98.00	9% p.a.	On Demand
15	Sukriti Nivesh Pvt Ltd	Unsecured Loan	Business - For Working Capital	95.00	9% p.a.	On Demand
16	Swapanli Trade Commerce Pvt Ltd	Unsecured Loan	Business - For Working Capital	100.00	9% p.a.	On Demand
17	Woodstick Infraprojects Pvt Ltd	Unsecured Loan	Business - For Working Capital	97.00	9% p.a.	On Demand
Total				1,501.00		

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes (in a consolidated manner); (iv) litigation involving our Group Companies which has a material impact on our Company. and (v) pending litigation as determined to be material as per the materiality policy adopted pursuant to the Board resolution dated December 21, 2024 in each case involving our Company, its Promoters and Directors (collectively, the “**Relevant Parties**”). Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against our Promoters in the last five financial years including any outstanding action.*

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed by our Company in this Draft Prospectus pursuant to the Board resolution dated December 21, 2024.

All outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years including any outstanding action and tax matters (direct or indirect), would be considered ‘material’ if: (i) the monetary amount of claim by or against the entity or person in any such pending proceeding is equivalent to or in excess of 10% of the profit after tax of our Company for the period ended November 30, 2024, as per the Restated Financial Statements; or (ii) where monetary liability is not quantifiable, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects or reputation of our Company.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties from third parties (excluding such notices issued by any statutory/ regulatory/ governmental/ taxation authorities) shall, unless otherwise decided by the Board, have not been considered as material until such time that the Relevant Parties are not impleaded as a defendant in the litigation proceedings before any judicial forum.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board has pursuant to the Board resolution dated December 5, 2024 considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this materiality policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 10% of the total trade payables of our Company as of November 30, 2024 shall be considered as ‘material’. Accordingly, as on November 30, 2024, any outstanding dues exceeding ₹168.83 lakhs have been considered as material outstanding dues for the purposes of disclosure in this section.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder.

Litigation involving our Company

Litigation against our Company

Material Civil Litigation

Nil

Criminal Litigation

1. Shiba Kumar Pandob filed a criminal complaint against our Company under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues amounting to INR 59,70,000. Subsequently, summons was issued by the JMFC II, Bhubaneswar against our Company, requiring Parivesh Shukla and Rakesh Salve, erstwhile promoters of our Company, to appear in relation to the above on March 28, 2024. The matter is currently pending adjudication.
2. Shantanu Singh has filed a criminal complaint against our Company under section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues amounting to INR 13,72,358. Subsequently, summons was issued by the Chief Judicial Magistrate, Bhubaneswar against our Company, requiring Parivesh Shukla and Rakesh Salve, erstwhile promoters of our Company, to appear in relation to the above on March 28, 2024. The matter is currently pending adjudication.
3. Hampi Bai filed a complaint bearing reference no. 26/2023 against Rakesh Salve and Parivesh Shukla, erstwhile promoters of our Company, under section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques

and recovery of dues before the Court of the Civil Judge and JMFC Kudilgi. The complainant is currently to present its evidence on the matter and the matter is currently pending adjudication.

4. Hampi Bai filed a criminal complaint bearing reference no. 326/2023 against Rakesh Salve and Parivesh Shukla, erstwhile promoters of our Company, under section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues amounting to INR 4,00,000 before the Court of the Civil Judge and JMFC Kudilgi. Summons were issued against the erstwhile promoters and the matter is presently pending adjudication.
5. Hampi Bai filed a criminal complaint bearing reference no. 325/2023 against Rakesh Salve and Parivesh Shukla, erstwhile promoters of our Company, under section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues amounting to INR 9,84,882 before the Court of the Civil Judge and JMFC Kudilgi against. Summons were issued against the erstwhile promoters and the matter is presently pending adjudication.
6. Hampi Bai filed a criminal complaint bearing reference no. 324/2023 against Rakesh Salve and Parivesh Shukla, erstwhile promoters of our Company, under section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues amounting to INR 5,00,000 before the Court of the Civil Judge and JMFC Kudilgi against. Summons were issued against the erstwhile promoters and the matter is presently pending adjudication.

Actions Taken by Regulatory and Statutory Authorities

Nil

Litigation by our Company

Material Civil Litigation

Nil

Criminal Litigation

1. Our Company has filed a criminal complaint dated December 20, 2024 at Naigaon Police Station against our erstwhile promoter Parivesh Shukla, on account of forgery of share certificates of our Company.
2. Our Company has filed a criminal complaint dated December 20, 2024 at Naigaon Police Station against Shukla and Salve Services Private Limited and Parivesh Shukla, *inter alia* on account of misappropriation of funds and criminal breach of trust.

Litigation involving our Promoters

Litigation against our Promoters

Criminal Litigation

1. Cosmic Ferro Alloys Limited has filed complaint no. 1552 of 2023 dated June 7, 2023 against our Individual Promoter, Aditya Vikram Birla and others under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues amounting to INR 5,00,00,000. Subsequently, summons was issued by the Court of Learned 8th Judicial Magistrate, Alipore (s) 24 Paraganas against our Individual Promoter, Aditya Bikram Birla and others. The matter is presently pending adjudication.
2. Cosmic Ferro Alloys Limited has filed complaint no. 1553 of 2023 dated August 11, 2023 against our Individual Promoter, Aditya Vikram Birla and others under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues amounting to INR 5,00,00,000. Subsequently, summons was issued by the Court of Learned 8th Judicial Magistrate, Alipore (s) 24 Paraganas against our Inividual Promoter, Aditya Bikram Birla and others. The matter is presently pending adjudication.

Material Civil Litigation

Nil

Actions taken by Regulatory and Statutory Authorities

Nil

Disciplinary action taken, including penalty imposed by SEBI or stock exchanges against our Promoters in the five Financial Years preceding the date of this Draft Prospectus

Nil

Litigation by our Promoters

Nil

Litigation involving our Directors

Litigation against our Directors

Criminal Litigation

For details of criminal proceedings initiated against Aditya Vikram Birla, see “*Litigation against our Promoters*” on page 199.

Material Civil Litigation

Nil

Actions taken by Regulatory and Statutory Authorities

There are no outstanding regulatory and statutory actions against our Directors.

Litigation by our Directors

Criminal Litigation

Nil

Material Civil Litigation

Nil

Litigation involving our Group Companies

Nil

Tax Proceedings

Except as disclosed below, there are no claims related to direct and indirect taxes involving our Company, Directors and Promoters.

Nature of case	Number of cases	Amount involved (in ₹ lakhs)
<i>Proceedings involving the Company</i>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<i>Proceedings involving the Directors</i>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<i>Proceedings involving the Promoters</i>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

Outstanding dues to Creditors

As of November 30, 2024, our Company has 65 creditors, and the aggregate outstanding dues to these creditors by our Company are ₹ 1,688.26 Lakhs. Further, our Company owes ₹ 36.91 Lakhs amount to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

In accordance with the policy of materiality for identification of material outstanding dues to creditors, as of November 30, 2024 there are 3 (three) material creditors of our Company.

Details of outstanding dues owed to material creditors, MSMEs and other creditors as of November 30, 2024 are set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ lakhs)
Micro, Small and Medium Enterprises	3	36.91
Material Creditors	3	1,064.21
Other Creditors	59	587.14

Types of Creditors	Number of Creditors	Amount involved (in ₹ lakhs)
Total	65	1,688.26

The details pertaining to outstanding dues towards our material creditors are available on the website of our Company at www.raftcosmicev.in.

It is clarified that such details available on our website do not form a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.superironfoundry.com, would be doing so at their own risk.

Material Developments

Other than as stated in the section titled "*Management's Discussion and Analysis of Financial Condition And Results Of Operations*" on page 187, there have not arisen, since the date of the last financial statements disclosed in this Draft Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, licenses, registrations, and permits issued by relevant governmental and regulatory authorities under various rules and regulations. Set out below is an indicative list of all material approvals, licenses, registrations, and permits obtained by our Company, which are necessary for undertaking our business. In view of such material approvals, our Company can undertake the Offer and its current business activities as disclosed in this Draft Red Herring Prospectus. In addition, certain of our key approvals, licenses, registrations, and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures, as necessary.

For further details in connection with the applicable regulatory and legal framework within which we operate, see “Key Regulations and Policies” beginning on page 121.

I. Material approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see “*Other Regulatory and Statutory Disclosures – Authority for the Offer*” beginning on page 205.

II. Material approvals in relation to our Company

(a). Material approvals obtained by our Company

We require various approvals to carry on our business in India. We have received the following material Government and other approvals pertaining to our business:

I. Material approvals in relation to our incorporation

1. Certificate of incorporation dated October 16, 2019 issued to our Company, under the name ‘Raft Motors Private Limited’ by the RoC.
2. Certificate of incorporation dated December 16, 2024 issued by the RoC, consequent upon change from ‘Raft Motors Private Limited’ to ‘Raft Motors Limited’, pursuant to conversion to a public limited company.
3. Our Company has been allotted a corporate identity number U52100MH2019PLCC331701.

For further details in relation to incorporation of our Company, see “*History and Certain Corporate Matters*” beginning on page 128.

II. Material approvals in relation to our business

The material approvals in relation to the establishments and business operations of our Company issued by authorities of the respective jurisdictions in which our establishments and business operations are located are set forth below:

1. Certificate of enlistment dated April 12, 2024 issued by the Kolkata Municipal Corporation to our Company in relation to our showroom in Kolkata for carrying out the trading of E-bikes.
2. Certificate of enlistment dated December 20, 2024 issued by the Kolkata Municipal Corporation to our Company in relation to its Corporate Office, for carrying out the trading of e-bikes.
3. Registration certificate dated July 29, 2024 issued by the Government of Maharashtra under the Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017.
4. Registration certificate dated April 3, 2024 issued to our Company by the District Labour Office, Satna under The Madhya Pradesh Shops and Establishments Act, 1958.

Approvals related to high-speed vehicle (model Zanskaar)

1. Approval dated May 9, 2024 for registration of Battery-Operated Vehicles (model Zanskaar) in the state of West Bengal issued by the Transport Directorate Headquarter, Kolkata.
2. Approval for February 20, 2024 for acceptance of registration in the state of Maharashtra, issued to our Company by the Office of Transport Commissioner, Maharashtra.
3. Approval dated May 29, 2024 for acceptance of registration in the state of Karnataka, issued to our Company by the Office of the Commissioner for Transport, Karnataka.

4. Approval dated April 1, 2024 for registration of Battery-Operated Vehicles (model Go-Plus i.e., Zanskaar) in the state of Gujarat, issued to our Company by the Commissionerate of Transport, Gandhinagar, Gujarat.
5. EEC approval under Regulation (EU) No 168/2013 for model Go Plus (i.e., Zanskaar) dated January 20, 2023 issued pursuant to notification G.S.R. 870 (E), Ministry of Road Transport and Highways, 2018, which exempts approval under Indian law with respect to the Go Plus (i.e., Zanskaar) model.

Approvals related to non-high-speed vehicles

1. Certificates for compliance to the Central Motor Vehicles Rules, 1989, applicable as on date of respective certificate, issued by the International Centre for Automotive Technology (“ICAT”), Government of India for the models Raft Indus, Raft Teesta and Raft Soldier.
2. Certificates for compliance to the Central Motor Vehicles Rules, 1989, applicable as on date of respective certificate, issued by the International Centre for Automotive Technology (“ICAT”), Government of India for the models Raft Jispa Nx, Raft Jispa, Raft Warrior and Raft Indrajeet.
3. Certificates for compliance to the Central Motor Vehicles Rules, 1989, applicable as on date of respective certificate, issued by the International Centre for Automotive Technology (“ICAT”), Government of India for the model Nubra.

III. Tax related approvals of our Company

1. Our PAN is AAJCR8596E.
2. Our tax deduction account number is PNER25077D.
3. GST registration numbers of our Company, as per the state where our business operations are spread, are as follows:

State	Registration Number
Maharashtra	27AAJCR8596E1ZR
West Bengal	19AAJCR8596E1ZO
Odisha	21AAJCR8596E1Z3
Madhya Pradesh	23AAJCR8596E1ZZ

4. The Company has also obtained an importer-exporter code (“IEC”) from the Ministry of Commerce and industry, Government of India under IEC number AAJCR8596E.
5. Our Legal Entity Identifier Code is 984500EF37OLFB4PEB43.
6. Certificate of registration number 27932010489P issued to our Company by the Sales Tax Department, Maharashtra, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.
7. Certificate of enrolment dated June 29, 2022 issued by the Sales Tax Department, Maharashtra under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 by



IV. Labour and commercial approvals

1. Certificate dated October 1, 2021 issued by the Employees’ Provident Fund Organisation, India under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 to our Company.
2. Our Company has obtained registration issued by the Employees’ State Insurance Corporation, India under the Employees State Insurance Act, 1948 bearing no. 35000600200000704.

V. Intellectual Property Registrations

Trademarks

As on the date of this Draft Red Herring Prospectus, our Company has registered the following trademark(s) in India as disclosed below.

Sr. No.	Description	Class	Trademark Number	Date of Registration
1.		12	5029702	July 3, 2021
2.		37	5029704	July 3, 2021

Domain Name

The details of domain names registered in the name of the Company are as follows:

Sr. No.	Domain Name	Creation Date	Expiry Date
1.	raftcosmicev.in	April 12, 2024	April 12, 2025

(b). Material approvals to be obtained by our Company

Material approvals or renewals applied for but not received

Nil

Material approvals expired and not applied for renewal

Nil

Material approvals required but not applied for or obtained

The new manufacturing setup at Dakshin Jharpardaha, ONGC Road, Domjur, Dakshin, Jharpardaha, Howrah, West Bengal – 711405, is ready with all required equipment and tools but yet to be commissioned. Our Company is in the process of making application for the approvals and licenses required in relation to this facility in Domjur, West Bengal, which is yet to commence production. These are as follows:

- (a) Factory license under the Factories Act, 1948.
- (b) Certificate of registration under the West Bengal Shops & Establishments Act, 1963.
- (c) Consent to establish an industrial unit under the Air (Prevention & Control of Pollution) Act, 1981 and the Water (Prevention & Control of Pollution) Act, 1974.
- (d) Consent to operate an industrial unit under the Air (Prevention & Control of Pollution) Act, 1981 and the Water (Prevention & Control of Pollution) Act, 1974.

Our Company is also yet to apply for change of our name on its licenses and approvals pursuant to its conversion from a private limited company into a public limited company.

For risks associated with our intellectual property please see, “*Risk Factors - We may be unable to protect our brand names and other intellectual property rights which are critical to our business*” on page 20. Further, for risks associated with statutory and regulatory approvals please see, “*Risk Factors - We require certain statutory and regulatory approvals for conducting our business and our inability to obtain, retain or renew them in a timely manner, or at all, may adversely affect our operations*” on page 20.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on December 16, 2024 and our Shareholders have approved the Offer pursuant to a special resolution passed on December 20, 2024. This Draft Prospectus has been approved pursuant to a resolution passed by the Board on December 22, 2024.

Our Company has received in-principle approval from BSE for the listing of the Equity Shares pursuant to their letter dated [●].

Prohibition by SEBI or other Governmental Authorities

- Our Company, Promoters, members of our Promoter Group, Directors, persons in control of our Company and the persons in control of the Corporate Promoters and the Selling Shareholder are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.
- Our Company, Promoters or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.
- Our Promoters or Directors have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Company, our Promoters or our Directors have been declared as fraudulent borrowers by RBI in terms of the RBI circular dated July 1, 2016.
- The Selling Shareholder confirms that they have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court. Our Company or our Promoter, members of the Promoter Group or Directors are not declared as 'Fraudulent Borrowers' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016 and the SEBI ICDR Regulations.

Directors associated with the Securities Market

None of our Directors are associated with securities market related business, in any manner and there have been no actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Prospectus.

Prohibition by RBI

Neither our Company, our Promoters, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "*Outstanding Litigation and Material Developments*" beginning on page 198 of this Draft Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, the Selling Shareholder Promoters, and members of our Promoter Group severally and not jointly, confirm that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Prospectus.

Eligibility for the Offer

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Offer as:

- Neither our Company, nor any of its Promoters, Promoter Group members or Directors are debarred from accessing the capital markets by SEBI
- Neither our Promoters, nor any Directors of our Company is a promoter or director of any other company which is debarred from accessing the capital markets by SEBI.

- Neither our Promoters nor any of our Directors has been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our Directors are wilful defaulters or fraudulent borrowers.

Our Company is eligible for the Offer in accordance with Regulation 229 and other provisions of Chapter IX of the SEBI ICDR Regulations 2018, as we are an issuer whose post Offer face value paid-up capital is more than ₹10 crore and up to ₹25 crore rupees and can offer Equity Shares to the public and propose to list the Equity Shares on the SME Platform of BSE Limited.

We further confirm, in terms of Chapter IX of the SEBI ICDR Regulations, that:

1. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Offer is 100% underwritten in compliance with Regulations 260(1) and 260(2) of the SEBI ICDR Regulations. For details pertaining to underwriting, please refer to “General Information” beginning on page 2 of this Draft Prospectus.
2. In accordance with Regulation 261 of the SEBI ICDR Regulations, 2018, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares through this Offer. For details of the market making arrangement, see “General Information” beginning on page 2 of this Draft Prospectus.
3. In accordance with Regulation 268 of the SEBI ICDR Regulations, our Company shall ensure that the total number of proposed Allottees in the Offer shall be greater than or equal to 50, otherwise, the entire application money will be refunded within 4 days of such intimation. If such money is not repaid within 4 days from the date that our Company becomes liable to repay, then our Company and every officer in default shall, on and from expiry of 4 days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such circumstances.
4. In accordance with Regulation 246 the SEBI ICDR Regulations, our Company shall also ensure that we submit the soft copy of the Prospectus through the LM immediately upon registration of the Prospectus with the Registrar of Companies along with a due diligence certificate including additional confirmations. However, SEBI shall not issue any observations on the Prospectus. The Prospectus will be displayed from the date of filing in terms of sub-regulation (1) on the website of the SEBI, the LM and the BSE SME. A copy of Prospectus shall also be furnished to the SEBI in a soft copy.

We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter IX of SEBI ICDR Regulations as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We confirm that we have fulfilled the eligibility criteria for BSE SME for listing of our Equity Shares.

The point wise criteria for listing on the BSE SME and compliance thereof are as under:

1. The offeror should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 2013.

2. The post Offer paid up capital of the company (face value) shall not be more than ₹25.00 Crore.

The present paid-up capital of our Company is ₹ 1,506.36 lakhs and we are proposing to offer up to 57,10,000 Equity Shares of ₹10/- each comprising of a Fresh Offer of up to 53,00,000 Equity Shares at an Offer Price of ₹[●] per Equity Share, aggregating to ₹[●] lakhs and an Offer for Sale of up to 4,10,000 Equity Shares at a Price of ₹[●] per Equity Share, aggregating to ₹[●] lakhs. Hence, our post Offer paid up capital will be ₹[●] lakhs which is more than ₹[●] Crores and less than ₹ 25.00 Crore.

3. Net tangible assets

The net tangible assets based on the Restated Financial Statements of our Company as on the last preceding (full) financial year i.e. March 31, 2024 is ₹ 455.30 lakhs. Therefore, our Company satisfies the criteria for net tangible asset of ₹300.00 lakhs in last preceding (full) financial year.

4. Net worth

The Company has a positive net worth of ₹ 312.11 lakhs and ₹ 158.26 lakhs as per the Restated Financial Statements as on March 31, 2024 and March 31, 2023 respectively. Therefore, our Company satisfies the criteria of having a net worth of at least ₹100.00 lakhs for 2 preceding full financial years.

5. Track record

a. *The company should have a track record of at least 3 years.*

Our Company was incorporated as Raft Motors Private Limited at Mumbai, Maharashtra, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated October 16, 2019, issued by the Registrar of Companies, Central Registration Centre. Our Company was converted from a private limited company to a public limited company pursuant to board resolution dated November 21, 2024 and special resolution passed by the Shareholders at the EGM dated November 28, 2024. Consequently, the name of our Company was changed from 'Raft Motors Private Limited' to 'Raft Motors Limited' and a fresh certificate of incorporation consequent upon conversion to public company dated December 16, 2024 was issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

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.*

Our Company satisfies the criteria of track record which given hereunder based on our Restated Financial Statements.

As derived from the Restated Financial Statements

(₹ in lakhs)

Particulars	As of eight months ended November 30, 2024	As of and for the Financial Year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	916.00	101.79	59.57	68.95
Net worth ⁽¹⁾	3,475.16	312.11	158.26	123.57

Notes:

"Net worth" means the Equivalent to Total Equity, and is the sum of Equity share capital and Other equity as contained in our Restated Financial Statements.

6. Leverage ratio

The Company has a leverage ratio 0.31 as on March 31, 2024.

7. Name change

Except for the conversion of our Company from a private limited company to a public limited company, there has been no name change within the last one year.

8. Default

There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by our company, or our Promoters.

9. Disciplinary Action

a. No regulatory action of suspension of trading against our Promoter(s) or companies promoted by our Promoters by any stock exchange having nationwide trading terminals.

b. Our Promoter(s) or Directors are not promoter(s) or directors (other than independent directors) of compulsory delisted companies by the stock exchanges and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of noncompliance.

c. Our directors are not be disqualified/ debarred by any regulatory authority.

10. Other requirements

We confirm that:

a. The Company has not been referred to the NCLT under the IBC.

b. There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.

- c. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company.
- d. The net worth computation is computed as per the definition given in SEBI ICDR Regulations.
- e. There has been no change in the promoters of the Company in the preceding one year from date of filing the application to BSE SME.
- f. The composition of our Board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- g. None of the Offers managed by the LM have been returned by BSE in last six months preceding the date of this Draft Prospectus.
- h. 100% of the Promoters' shareholding in the Company is in dematerialised form.
- i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) and no proceedings have been admitted under the IBC against the Company and its Promoters.

11. Website:

The Company has a website: www.raftcosmicev.in

12. Agreement with Depositories:

Our Company shall mandatorily facilitate trading in demat securities and have entered into tripartite agreement with both the depositories, i.e. NSDL and CDSL along with our Registrar for facilitating trading in dematerialized mode. The Company's shares bear an ISIN: INE16IQ01014.

13. Further confirmations:

We further confirm that:

- a. 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, group companies, companies promoted by the Promoter/promoting companies of the Company.
- b. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoter/promoting Company(ies), group companies, companies promoted by the Promoter/promoting Company(ies) during the past three years.
- c. Except as disclosed in "*Outstanding Litigation and Material Developments*" beginning on page 198 of this Draft Prospectus, there are no litigations record against the Company, Promoters, group companies, companies promoted by the Promoters).
- d. Except as disclosed in "*Outstanding Litigation and Material Developments*" beginning on page 198 of this Draft Prospectus, there are no criminal cases/investigation/offences filed against the Directors of the Company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT PROSPECTUS. THE LEAD MANAGER, HORIZON MANAGEMENT PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS AND THE SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT PROSPECTUS IN RELATION TO ITSELF OR THE OFFERED SHARES, THE LM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LM HAS

FURNISHED TO THE STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED [●], IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LM, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

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 instance and anyone placing reliance on any other source of information, including our Company's website www.raftcosmicev.in, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

The LM accepts no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company and the LM to the Applicants and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Application Centres or elsewhere.

None among our Company or any member of the Syndicate shall be liable for any failure in (i) uploading the Application due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Applicants will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The LM and its respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for our Company and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, for which they have received, and may in the future receive, compensation.

Disclaimer from the Selling Shareholder

The Selling Shareholder accepts 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.raftcosmicev.in, or the respective websites of our Promoter, Promoter Group or any affiliate of our Company would be doing so at his or her own risk. The Selling Shareholder, their directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Prospectus, other than those specifically made or confirmed by the Selling Shareholder in relation to themselves as a Selling Shareholder and the Offered Shares.

Applicants will be required to confirm and will be deemed to have represented to the Selling Shareholder and their directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholder and their directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the

applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only. This Draft Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Company or the Selling Shareholder from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to apply for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and 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 U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Applicants are advised to ensure that any application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Applicant where required must agree in the Allotment Advice that such Applicant will not sell or transfer any Equity Shares or 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 in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the RoC filing.

Filing of this Draft Prospectus

A copy of this Draft Prospectus has been filed with the BSE SME, where the Equity Shares are proposed to be listed.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the Draft Prospectus shall not be submitted to SEBI. However, a soft copy of the Prospectus shall be submitted to SEBI pursuant to SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through the SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observations on the Offer Documents in terms of Regulation 246 (2) of the SEBI ICDR Regulations.

A copy of the Prospectus, along with the material contracts and documents shall be filed under Section 26 of the Companies Act, 2013 with the RoC situated at Registrar of Companies, Mumbai at Maharashtra, 100, Everest, Marine Drive Mumbai – 400 002, Maharashtra, India.

Listing

The Equity Shares Allotted through the Prospectus are proposed to be listed on BSE SME. Applications will be made to BSE SME for obtaining permission for listing and trading of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

The Selling Shareholder undertake to provide such reasonable assistance as may be requested by our Company, in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchange within such time prescribed by SEBI. Any expense incurred by our Company on behalf of the Selling Shareholder with regard to interest on such refunds will be reimbursed by the Selling Shareholder in proportion to their Offered Shares.

Consents

Consents in writing of the Selling Shareholder, Directors, our Company Secretary and Compliance Officer, legal counsel to the Offer, the LM, Registrar to the Offer, and consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Bank and the Registrar to act in their respective capacities, will be obtained and filed along with a copy of the Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

Expert to the Offer

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

Our Company has received written consent dated September 27, 2024 from Baid Agarwal Singhi & Co., Chartered Accountants to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 21, 2024, on our Restated Financial Statements; and (ii) their report dated December 21, 2024, on the statement of possible special tax benefits in this Draft Prospectus 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.

Particulars regarding capital issues by our Company and listed group company or associate entities during the last three years

Other than as disclosed in “*Capital Structure*” on page 53, our Company has not made any capital issues during the three years preceding the date of this Draft Prospectus.

Our Company does not have any listed group company.

As of the date of this Draft Prospectus, our Company does not have any subsidiaries or associate entity.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company’s incorporation.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public or rights issue in the five years preceding the date of this Draft Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company

Our Company does not have any subsidiaries and our Corporate Promoter is not listed.

Price information of past issues handled by the LM

Horizon Management Private Limited

Price information of past issues handled by Horizon Management Private Limited

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing*	
1.	Cosmic CRF Limited	57.21	314.00	June 30, 2023	251.20	-17.17%	2.80%	-21.66%	1.71%	95.86%	11.31%
2.	Baba Food Processing (India) Limited	32.88	76.00	November 15, 2023	76.00	-11.58	7.66%	-27.04%	12.31%	-32.57%	21.94%
3.	MVK Agro Food Product Ltd	65.88	120.00	March 7, 2024	79.00	-56%	0%	-66%	3%	79	-56%
4.	Shree Karni Fabcom Limited	42.49	227.00	March 14, 2024	260.00	101%	2%	207%	5%	260	101%
5.	Veritaas Advertising Limited	8.48	114.00	May 21, 2024	275.00	-46.91%	8.45%	-50.18%	5.96%	NA	NA
6.	Tunwal E-Motors Limited	124.12	59.00	July 23, 2024	64.00	-22.50%	3.27%	NA	NA	NA	NA
7.	Forcas Studio Limited	37.44	80.00	August 26, 2024	152.00	NA	NA	NA	NA	NA	NA
8.	Osel Devices Limited	70.66	160.00	September 24, 2024	198.05	NA	NA	NA	NA	NA	NA
9.	Thinking Hats Entertainment Solutions Limited	15.09	44.00	October 3, 2024	60.00	NA	NA	NA	NA	NA	NA
10.	Onyx Biotech Limited	29.34	61.00	November 22, 2024	54.05	NA	NA	NA	NA	NA	NA
11.	Abha Power and Steel Limited	38.54	75.00	December 4, 2024	81.90	NA	NA	NA	NA	NA	NA

Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 th calendar day from listing day*			Nos. of IPOs trading at premium - 30 th calendar day from listing day*			Nos. of IPOs trading at discount - 180 th calendar day from listing day*			Nos. of IPOs trading at premium - 180 th calendar day from listing day*		
			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%
2023-24	4	198.46	Nil	Nil	Nil	Nil	1	Nil	Nil	1	Nil	2	Nil	Nil
2024-25	7	286.64	Nil	2	1	Nil	1	1	-	-	-	-	-	-

Break -up of past issues handled by Horizon Management Private Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2023-24	4	Nil
2024-25	7	Nil

Notes:

- In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- Source: www.bseindia.com and www.nseindia.com

Track record of the Lead Manager

Further, helpline details of the LM pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 are set forth in the table below:

S. No.	Name of LM	Website
1.	Horizon Management Private Limited	www.horizonmanagement.in

For further details in relation to helpline details of the LM, see “*General Information – Lead Manager*” on page 2.

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least three years from the date of listing and commencement of trading of the Equity Shares on the BSE SME, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the application process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Application Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, Application Form number, Applicant DP ID, Client ID, UPI ID, PAN, date of the submission of Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Applicant whose application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the LM shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Applicants. Our Company, the LM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has not received investor complaints in relation to the Equity Shares for the three years prior to the filing of the Draft Prospectus, hence no investor complaint in relation to our Company is pending as on the date of filing of the Draft Prospectus.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 and SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicants, for the redressal of routine investor grievances 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, the Selling Shareholder, the Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Investors can contact the Company Secretary and Compliance Officer, the LM or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

Our Company has also appointed Biswashree Pati, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 2.

Our Company has constituted a Stakeholders' Relationship Committee which is responsible for review and redressal of grievances of the security holders of our Company. For details, see "*Our Management - Stakeholders' Relationship Committee*" on page 131.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, the AoA, the Listing Regulations, the terms of the Draft Prospectus, the Prospectus, the abridged prospectus, Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, BSE, the RoC and/or any other authorities while granting approval for the Offer.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 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 RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs 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 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, 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 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. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“UPI Streamlining Circular”) has instituted certain mechanisms towards the streamlining of applications made through the UPI Mechanism as well as redressal of investor grievances. The UPI Streamlining Circular came into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of the UPI Streamlining Circular are deemed to form part of this Draft Prospectus. 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 Offer 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 Offer and Depository Participants as and when the same is made available.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to receive dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued in the Offer shall be *pari passu* with the existing Equity Shares in all respects including dividends. For further details, see “Description of Equity Shares and Terms of Articles of Association” on page 252.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the MoA and AoA and provisions of the Listing Regulations and any other guidelines or directions which may be issued by the Government of India in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Applicants who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For

further details, in relation to dividends, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of Articles of Association*” on pages 150 and 252, respectively.

Face Value and Offer Price

The face value of each Equity Share is ₹10 and the Offer Price is ₹[●] per Equity Share.

At any given point of time, there shall be only one denomination for the Equity Shares.

The Offer

The Offer comprises a Fresh Offer by our Company and an Offer for Sale by the Selling Shareholder.

Expenses for the Offer shall be borne by our Company and the Selling Shareholder in the manner specified in “*Objects of the Offer - Offer Expenses*” on page 62.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- 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, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the Listing Regulations and the AoA.

For a detailed description of the main provisions of the AoA relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “*Description of Equity Shares and Terms of Articles of Association*” on page 252.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the BSE SME. Demat has been undertaken by the Company In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated November 28, 2024 amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated December 13, 2024 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹1,00,000 per application.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE SME from time to time by giving prior notice to investors at large. For further details, see “*Offer Procedure*” on page 224 of this Draft Prospectus.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of the SEBI ICDR Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within 2 Working Days of closure of Offer.

Joint Holders

Subject to the provisions of the AoA, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, Maharashtra, India.

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.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, 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 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/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 our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 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 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Withdrawal of the Offer

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Fresh Offer, and the Selling Shareholder reserves the right not to proceed with the Offer for Sale, at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

Offer Programme

OFFER OPENS ON	[•]
OFFER CLOSES ON	[•]

FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	[•]
INITIATION OF REFUNDS / UNBLOCKING OF FUNDS FROM ASBA ACCOUNT	[•]
CREDIT OF EQUITY SHARES IN DEMAT ACCOUNTS OF ALLOTTEES	[•]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE	[•]

UPI mandate end time and date shall be at 5.00 pm on Offer Closing Date.

In terms of Regulation 265 of ICDR Regulations, the Offer 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 or for reason considered necessary by our Company, our Company may, for reasons to be recorded in writing, extend the Offer Period disclosed in the Prospectus, for a minimum period of two (2) Working Days, subject to the Offer Period not exceeding ten (10) Working Days.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE SME taken within three (3) Working Days of the Offer Closing Date or such period as may be prescribed, as may be required in respect of its Offered Shares, the timetable may change due to various factors, such as extension of the Offer Period by our Company in consultation with the Lead Manager, or any delays in receiving the final listing and trading approval from BSE SME. The commencement of trading of the Equity Shares will be entirely at the discretion of BSE and in accordance with the applicable laws. Our Company shall follow the timelines provided under the aforementioned circular. The Selling Shareholder confirms that it shall extend such reasonable support and co-operation in relation to the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within six Working Days from the Offer Closing Date or such other period as may be prescribed by SEBI.

Offer period (except the Offer Closing Date)	
Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
Offer Closing Date	
Submission and Revision of Application Form*	Only between 10.00 a.m. to 3.00 p.m. IST

*UPI mandate end time and date shall be at 5.00 pm on Offer Closing Date

On the Offer Closing Date, the Applications shall be uploaded until:

Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and;

Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchange.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, which period shall start from the day following the receipt of a complaint from the Applicant. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Applicant using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022

Due to limitation of time available for uploading the application forms on the Offer Closing Date, Applicants are advised to

submit their applications one (1) day prior to the Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Offer Closing Date. Any time mentioned in the Prospectus are Indian Standard Time (IST). Applicants are cautioned that, in the event a large number of Application Forms are received on the Offer 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 Offer.

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.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Application and any revision in Application were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Applications by ASBA Applicant shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchange.

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.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange sends the bid information to the Registrar to the Offer for further processing

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 Company may, for reasons to be recorded in writing, extend the (Offer) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Offer Period not exceeding ten (10) Working Days.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from BSE SME may be taken as the final data for the purpose of Allotment.

Minimum Subscription

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the Company does not receive the subscription of hundred per cent (100%) of the Offer through 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 the Offer 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 issued under the Prospectus, the Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four (4) days after the Company becomes liable to pay the amount, the Company and every director of the Company 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 Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

Period of Operation of Subscription List of Public Offer

OFFER OPENS ON		●
OFFER CLOSES ON		●

Minimum Subscription

The Offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a

period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Documents, including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchange where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within 4 days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI ICDR Regulations, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “*General Information – Underwriting Agreement*” on page 2 of this Draft Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, the minimum application size in terms of number of specified securities shall not be less than ₹1,00,000 per application.

In accordance with SEBI ICDR Regulations, the minimum number of allottees in this Offer shall be 50. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

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 SME Exchange.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of our Promoters’ contribution under the SEBI ICDR Regulations as provided in “*Capital Structure*” on page 53 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see “*Description of Equity Shares and Terms of Articles of Association*” on page 252.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Migration to Main Board

Our Company may migrate to the main board of BSE Limited at 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 BSE Limited 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 but below ₹25 crores, 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the BSE SME with compulsory market making through a registered Market Maker of BSE SME for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the BSE SME. For further details of the market making arrangement, see “*General Information*” beginning on page 2 of this Draft Prospectus.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Offer advertisement, in the form prescribed by the SEBI (ICDR) 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 the Registered Office of our Company is situated.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Offer face value capital exceeds ten crore rupees but is less than twenty-five crore rupees. The Company shall issue specified securities to the public and propose to list the same on a small and medium enterprise exchange (“SME Exchange”, in this case being BSE SME). For further details regarding the salient features and terms of such this Offer, please see the chapters titled “Terms of the Offer” and “Offer Procedure” beginning on page 215 and 224 respectively, of this Draft Prospectus.

Offer of up to 57,10,000 Equity Shares for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs comprising a Fresh Issue of up to 53,00,000 Equity Shares aggregating to ₹ [●] lakhs by our Company and an Offer for Sale of up to 4,10,000 Equity Shares aggregating up to ₹ [●] lakhs by the Selling Shareholder.

The Offer comprises a reservation of up to [●] Equity Shares of face value of ₹ [●] each for subscription by the designated Market Maker (“the **Market Maker Reservation Portion**”) and Net Offer to Public of up to [●] Equity Shares of face value of ₹ [●] each (“the **Net Offer**”).

The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. The Offer shall constitute [●]% of the post-Offer paid-up equity share capital of our Company, respectively.

The Offer is being made by way of fixed price offer process.

Particulars	Net Offer to Public ⁽¹⁾	Market Maker Reservation Portion
Number of Equity Shares available for Allotment/allocation	[●] Equity Shares	[●] Equity Shares
Percentage of Offer Size available for Allotment/allocation	[●]% of the Offer Size	[●]% of the Offer Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to "Offer Procedure" on page 224 of this Draft Prospectus	Firm Allotment
Mode of Application	All the applications shall make the application (Online or Physical) through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form	
Minimum Application amount	<p>For other than Retail Individual Investors:</p> <p>Such number of Equity Shares that the Application Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter</p> <p>For Retail Individual Investors:</p> <p>[●] Equity Shares at an Offer Price of ₹ [●]</p>	[●] Equity Shares
Maximum Application amount	<p>For other than Retail Individual Investors:</p> <p>The maximum application size is the Net Offer to public subject to the limits the Applicant has to adhere to under applicable law.</p> <p>For Retail Individual Investors:</p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Amount does not exceed ₹200,000</p>	[●] Equity Shares
Trading Lot	[●] Equity Shares and in multiples thereof	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations

Particulars	Net Offer to Public ⁽¹⁾	Market Maker Reservation Portion
Application Lot Size	[●] Equity Shares and in multiples thereof	
Terms of Payment	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form	

⁽¹⁾ As per Regulation 253(2) of the SEBI ICDR Regulations, as amended, since the Offer is a fixed price offer, the Allocation in the Net Offer to the public category shall be made as follows: a) Minimum 50% to Retail Individual Investors; and the b) remaining to (i) Individual Investors other than Retail Individual Investors; and (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; c) the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the Retail Individual Investor category is entitled to more than 50% on proportionate basis, accordingly the Retail Individual Investors shall be allocated that higher percentage.

This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. For further details, please refer to “Offer Structure” on page 222 of this Draft Prospectus.

Withdrawal of the Offer

Our Company, in consultation with the LM, reserves the right not to proceed with the Offer, after the Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the BSE simultaneously. The LM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the BSE on which Equity Shares are proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the BSE will also be informed promptly.

If our Company in consultation with the LM, withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft prospectus with BSE SME. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the BSE SME, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

Offer Programme

OFFER OPENS ON		[●]
OFFER CLOSES ON		[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Offer closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

It is clarified that applications not uploaded in the book, would be rejected. 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 physical application form of that Applicant may be taken as the final data for the purpose of allotment. Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1:00 p.m. IST on the Offer Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Offer.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

OFFER PROCEDURE

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“**General Information Document**”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Document will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the BSE and the Lead Manager, before opening of the Offer. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to the Public Offer opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had 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 no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”) and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications by RIBs. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Applicants (“UPI Phase III”), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 (“T+3 SEBI Circular”). The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, 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 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application size are up to ₹5 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Applicant shall be compensated as per applicable law. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Applicants shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company, the Selling Shareholder and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are 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 Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Further, our Company, the Selling Shareholder and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Fixed Price Offer Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of the SEBI ICDR Regulations, the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations via the fixed price offer method. In terms of Regulation 253(2) of Chapter IX of the SEBI ICDR Regulations, 50% of the Net Offer to the public is being offered to the Retail Individual Applicants and the balance shall be issued to Non Retail Category i.e. QIBs and Non Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price.

Subject to the valid Applications being received at Offer Price, allocation to all categories in the Net Offer shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the Lead Manager and the BSE. However, if the retail individual investor category is entitled to more than fifty per cent of the net Offer on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of the BSE or Registered Registrar to the Offer and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company and the Selling Shareholder, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

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 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 exchange 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 BSE.

Phased Implementation of UPI Mechanism

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 RIIs 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 was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. Under this phase, submission of the ASBA Form without UPI by RIIs to Designated Intermediaries (other than SCSBs) for blocking of funds will be discontinued. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

Phase III: This phase was applicable on a voluntary basis for all issues opening on or after September 1, 2023, and has become applicable on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time.

The Offer will be made under UPI Phase III of the UPI Circular (on a mandatory basis).

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and the SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (the “**UPI Streamlining Circular**”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post-Offer LM will be required to compensate the concerned investor.

The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For further details, refer to the General Information Document available on the websites of the BSE and the LM.

Further, pursuant to the SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Application Form submitted with any of the entities mentioned herein below:

- i. a syndicate member;
- ii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity). For further details, refer to the General Information Document available on the websites of the BSE and the LM.

Electronic Registration of Bids

- a) The Designated Intermediary may register the Applications using on-line facilities of the BSE. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into on-line facilities on a regular basis before closure of the Offer.
- b) On the Offer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the BSE and as disclosed in the Draft Prospectus.
- c) Only Applications that are uploaded on the BSE Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Offer Closing Date to modify select fields

uploaded in the BSE SME platform during the Offer Period after which BSE SME sends the application information to the Registrar to the Offer for further processing.

Availability of Prospectus and Application Forms

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application Form. An electronic copy of the Application Form will also be available for download on the website of the BSE i.e. www.bsesme.com at least one day prior to the Offer Opening Date.

All the investors (except Retail Individual Investors) applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Offer through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on the Application Forms bearing the stamp of the syndicate member/SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

*excluding electronic Application Forms downloaded by the Applicants.

Submission and Acceptance of Application Forms

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- (a) An SCSB, with whom the bank account to be blocked is maintained
- (b) A syndicate member (or sub-syndicate member)
- (c) A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)
- (d) A depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- (e) A registrar to an issuer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail Individual Investors submitting Application with any of the entities at (b) to (e) above (hereinafter referred as "**Intermediaries**"), shall enter their UPI ID in the application form.

The aforesaid Intermediaries shall, at the time of receipt of Application, give an acknowledgement to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Application Form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting Application Form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of the BSE and shall submit/deliver the Application Forms to respective SCSBs where the Applicants have a bank account and shall not submit it to any non-SCSB Bank.

For Applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by Retail Individual Investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the Company/ Registrar to the Offer. However, in case of electronic forms, “printouts” of such applications need not be retained or sent to the Company. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the Application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The uploading 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 submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the Application money specified.
For Applications submitted by investors (other than Retail Individual 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 the BSE. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to the designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	<p>After accepting the Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>The BSE shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds on his / her mobile application, associated with the UPI ID linked bank account.</p>

The BSE shall validate the electronic application details with the depository’s records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of the intermediaries concerned, for rectification and re-submission within the time specified by the BSE.

The BSE shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not both), bank code and location code in the application details already uploaded.

Upon completion and submission of the Application Form to the Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Who Can Apply?

As per the existing RBI regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of the RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with prior approval of the Government if the investment is through Government Route and with prior approval of the RBI if the investment is through Automatic Route on a case to case basis. OCBs may invest in this Offer provided it obtains prior approval from the RBI or prior approval from the Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicant should check whether it is eligible to apply under the applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- (a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- (b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- (c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- (d) QIBs;
- (e) Mutual Funds registered with SEBI;
- (f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- (g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to the RBI permission, and the SEBI Regulations and other laws, as applicable);
- (h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- (i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- (j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Applicant's category;
- (k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- (l) Foreign Venture Capital Investors registered with SEBI;
- (m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- (n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- (o) Insurance Companies registered with the Insurance Regulatory and Development Authority, India;
- (p) Provident Funds with minimum corpus of ₹25 crores and who are authorized under their constitution to hold and invest in equity shares;
- (q) Pension Funds with minimum corpus of ₹25 crores and who are authorized under their constitution to hold and invest in equity shares;
- (r) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;
- (s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- (t) Multilateral and bilateral development financial institution;
- (u) Eligible QFIs;
- (v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- (w) Insurance funds set up and managed by the Department of Posts, India;
- (x) Any other person eligible to applying in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- | | |
|--|---|
| (a) Minors (except under guardianship) | (b) Partnership firms or their nominees |
| (c) Foreign Nationals (except NRIs) | (d) Overseas Corporate Bodies |

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 Promoter and Promoter Group of the Company, the LM and the Syndicate Members

The Lead Manager shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager, if any, may subscribe the Equity Shares in the Offer, in the Non-Institutional Portion where the allocation 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 Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except to the extent of the Offer for Sale by the Selling Shareholder, the Promoters and members of our Promoter Group and any persons related to our Promoters and members of our Promoter Group cannot participate in the Offer.

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 (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

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 Mutual Funds

With respect to application by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Applications 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 Application in respect of more than one scheme of the Mutual Fund will not be treated as multiple Application provided that the Application clearly indicates the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Application by Eligible NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of Retail Individual Investors Applying through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts (including UPI ID, if activated), or FCNR Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their respective SCSB confirm or accept the UPI mandate request (in case of RIIs using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting an Application Form.

Eligible NRIs Applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRIs Applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Non-Debt Instruments Rules. Only Application accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 250.

Application by FPIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Applications by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Applications:

- (a) FPIs which utilise the multi investment manager structure;
- (b) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- (c) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- (d) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- (e) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- (f) Government and Government related investors registered as Category 1 FPIs; and
- (g) Entities registered as collective investment scheme having multiple share classes.

The Application belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as single Application in the Application process. The Equity Shares allotted in the Application may be proportionately distributed to the applicant FPIs (with same PAN).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

- (a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that applications received from FPIs bearing the same PAN shall be treated as multiple Applications and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 (“**MIM Structure**”), provided such Applications have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Applications received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Applications, FPIs making multiple Applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications are liable to be rejected. Further, in the following cases, the applications by FPIs will not be considered as multiple applications: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“ODI”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum application by any Applicant including Non-Retail Investor Applicant should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Applicant utilising the MIM Structure shall be aggregated for determining the permissible maximum Application. Further, please note that as disclosed in the Draft Prospectus read with the General Information Document, Application Forms are liable to be rejected in the event that the Application in the Application Form exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Draft Prospectus.

For example, an FPI must ensure that any Application by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “**FPI Group**”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Application by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Applying through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Applications by SEBI Registered VCFs, AIFs and FVCIs

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest (under Schedule I of the FEMA Non-Debt Instruments Rules) only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholder or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

Applications by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company in consultation with the LM reserves the right to reject any Application without assigning any reason thereof.

Applications by Banking Companies

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form. Failing this, our Company, in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

Applications by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) 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 such applications.

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Application Form. Failing this, our Company in consultation with the LM reserves the right to reject any Applications without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended are broadly set forth below:

- (a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Applications by Provident Funds/Pension Funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a 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 in consultation with the LM reserves the right to reject any Applications, without assigning any reason thereof.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, NBFC-SI insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million, 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 must be lodged along with the Application Form. Failing this, our Company in consultation with the LM reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the LM in their 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 in consultation with the LM may deem fit.

Applications by Systemically Important Non-Banking Financial Companies

In case of Applications made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by the RBI from time to time.

The above information is given for the benefit of the Applicant. Our Company and the members of the Syndicate 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 any single Application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus and the Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

Indicative Process Flow for Applications in Public Offer

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 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 www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer to the below mentioned links on the website of SEBI:

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

A Resident Retail 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 Offer and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Offer Account, or until withdrawal/failure of the Offer 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 Offer 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 Offer Account. In case of withdrawal/failure of the Offer, 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 RTAs 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.

Channels of Submission of Application Forms

From July 1, 2019 in Phase II, RIIs 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
Retail Individual Investor (RII)	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 the Registered Brokers.	Not Applicable	RIIs 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 RIIs 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 Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

Process Flow for Applications in Public Offer Submitted by Retail Individual Investor

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, the RII 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 RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- (b). The RII 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 BSE SME 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 the RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to the BSE which would be shared by BSE with an intermediary through its platform, for corrections, if any.
- (f). SMS from BSE to the RII for applying: Once the Application details are uploaded on the BSE platform, the BSE shall send an SMS to the RII 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 RIIs UPI ID, with the Sponsor Bank appointed by the Company.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII 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/Offer Closing Date (“**Cut-Off Time**”). Accordingly, the RIIs 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 RII as a SMS / intimation on his / her mobile number/mobile application, associated with the UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by the RII will be visible. After reviewing the details properly, the RII would be required to proceed to authorize the mandate. Such mandate raised by Sponsor Bank would be a one-time mandate for each Application in the IPO.

- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs' bank, where the funds, equivalent to Application Amount, would get blocked in the RIIs account. Intimation regarding confirmation of such block of funds in the RIIs account would also be received by the RII.
- (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). The RIIs would continue to have the option to modify or withdraw the Application till the closure of the Offer Period. For each such modification of Application, the RII 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 BSE 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 the RIIs using UPI ID.

Number of Applications Per Bank Account

An investor making Application using any of the channels under the 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.

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, Retail Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

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.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Applicants shall neither withdraw nor lower the size of their Applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that, in terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and all related circulars issued thereafter, Retail Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making Application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the applicable SEBI regulations, into the ASBA Public Offer 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 Offer.

In case of Applications made by using any of channels under the UPI Payments Mechanism, post closure of the Offer, the BSE 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 the RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from the SBE, would undertake reconciliation of the Application data and block confirmation corresponding to the Applications by all investor category Applications (with and without the use of UPI) and prepare the Basis of Allotment.

Upon approval of Basis of Allotment, RTA will share the debit file with Sponsor Bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the Public Offer Account and unblocking of excess funds in the RIIs account. The Sponsor Bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to Public Offer Account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the Public Offer Account, the Equity Shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no Allotment, mandate would be revoked and Application Amount would be unblocked for the RII.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Offer, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any, in the ASBA Account.

In case of applications made by using any of the channels under the UPI Payments Mechanism, Registrar to the Offer will share the debit file with the Sponsor Bank (through the Stock Exchange) and SCSBs, as applicable, for credit of funds in the public Offer account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from the RIIs account to public Offer account and remaining funds, if any, will be unblocked without any manual intervention by the RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Offer or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

Maximum and Minimum Application Size

The applications in this Offer, being a fixed price Offer, will be categorized into two;

(a) For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

(b) For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an Application in the net Offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by a Non-Institutional Investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to a qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application Form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

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 BSE.

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.

Information for the Applicants

- (a) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Offer Opening Date.
- (b) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- (c) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- (d) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- (e) Applications made in the name of minors and/or their nominees shall not be accepted.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) [●] editions of [●], a Hindi national daily newspaper; and (iii) [●] editions of [●], a widely circulated Marathi national daily newspaper, Marathi also being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the members of the Syndicate 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 Bid for do not exceed the prescribed limits under applicable laws or regulations and as specified in the Prospectus, when filed.

Signing of the Underwriting Agreement and the RoC Filing

- (a) Our Company, the Selling Shareholder and the Syndicate intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus. This Offer is 100% underwritten.
- (b) After signing the Underwriting Agreement, the Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, Offer Size, and underwriting arrangements and will be complete in all material respects.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- (a) On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA process with the electronic bid details
- (b) RTA identifies cases with mismatch of account number as per bid file / FC 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.

- (c) Third party confirmation of applications to be completed by SCSBs on T+1 day.
- (d) RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.
- (e) Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- (f) The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- (g) The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

Process for generating list of Allottees:

- (a) Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- (b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- (c) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- (d) On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Information for the Applicants

- (a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload it on its website. On the basis of approved Basis of Allotment, the Company shall make necessary corporate action to facilitate the allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.
- (c) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) The Company will make the allotment of the Equity Shares and initiate corporate action for credit of Equity Shares to the successful Applicants' Depository Account within 5 Working Days of the Offer Closing date. The Company also ensures the credit of Equity Shares to the successful Applicants Depository Account is completed within 2 Working Days from the date of Allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Company.

Designated Date: On the Designated Date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will 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 5 Working Days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Interest and Refunds

Completion of Formalities for Listing & Commencement of Trading

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) Working Days from Offer Closing Date. Giving of instructions for refund by unblocking of amount via ASBA not later than 4 (four) Working Days of the Offer Closing Date, would be ensured. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI ICDR Regulations, the Companies Act,

2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Grounds for Refund

Non Receipt of Listing Permission

A Company makes an Application to the Stock Exchange 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 Prospectus. The Designated Stock Exchange may be as disclosed in the 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 Company may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchange where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Offer shall intimate Public Offer bank/Bankers to the Offer and Public Offer Bank/Bankers to the Offer shall transfer the funds from Public Offer account to Refund Account as per the written instruction from Lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the Company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

Minimum Subscription

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on Application is not received within a period of thirty days from the date of the Prospectus, or such other period as may be specified by SEBI, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Company does not receive the subscription of 100% of the Offer through this Draft Prospectus including devolvement of underwriters within sixty days from the date of closure of the Offer, the Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Company become liable to pay the amount, the Company shall pay interest prescribed under Section 39 of the Companies Act, 2013.

Minimum Number of Allottees

The Company may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire Application monies may be refunded forthwith.

Mode of Refund

Within three Working Days of the Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs or in case of Applications by the RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Offer may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Offer.

Letters of Allotment or Refund Orders or Instructions to the SCSBS

The Registrar to the Offer shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Offer Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 3 Working Days of the Offer Closing Date.

Interest in Case of Delay in Allotment or Refund:

The Company shall allot securities offered to the public shall be made within the period prescribed by SEBI. The Company shall also pay interest at the rate of fifteen per cent per annum if the allotment letters or refund orders have not been despatched to the Applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the Offer.

However, Applications received after the closure of Offer in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

- (a) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the BSE, the Lead Manager or the Registrar to the Offer shall send to the Bankers to the Offer a list of their Applicants who have been allocated/Allotted Equity Shares in this Offer.
- (b) Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Offer will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Offer.
- (c) Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

General Instructions

Do's:

- (a) Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- (b) Read all the instructions carefully and complete the Application Form in the prescribed form;
- (c) Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- (d) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Application Centre;
- (e) If the First Applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- (f) Ensure that you have mentioned the correct bank account number in the Application Form;
- (g) Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- (h) QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, the RII may submit their Application by using UPI mechanism for payment.
- (i) 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 Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- (j) Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- (k) Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- (l) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- (m) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all 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 investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other Applications in which PAN is not mentioned will be rejected;
- (n) Ensure that the Demographic Details are updated, true and correct in all respects;
- (o) 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;
- (p) Ensure that the category and the investor status is indicated;
- (q) Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
- (r) Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

- (s) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- (t) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- (u) Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- (v) Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;
- (w) Ensure that on receipt of the mandate request from Sponsor Bank, you have taken necessary steps in timely manner for blocking of funds on your account through UPI ID using UPI application;
- (x) Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- (y) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- (z) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- (a) Do not apply for lower than the minimum Application size;
- (b) Do not apply at a price different from the price mentioned herein or in the Application Form;
- (c) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- (d) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- (e) Do not submit the Application Forms to any non-SCSB bank or our Company;
- (f) Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- (g) Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- (h) Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- (i) Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- (j) Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Offer Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- (k) Do not submit the General Index Register number instead of the PAN;
- (l) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- (m) Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- (n) Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- (o) Do not make 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 depository);
- (p) Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

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 Income Tax Act, 1961. 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 General Index Registration ("GIR") number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Offer/ Lead Manager can, however, accept the Application(s) in 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 and the Selling Shareholder 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, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

Grounds for Rejections

Applicants are advised to note that Applications are liable to be rejected inter alia on the following 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 not 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 Offer;
- (h) Applications for number of Equity Shares which are not in multiples of [●];
- (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, Offer 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 not duly signed;
- (s) Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- (t) Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- (u) Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (v) 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;
- (w) Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
- (x) Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- (y) Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- (z) Where no confirmation is received from SCSB for blocking of funds;
- (aa) Applications by Applicants not submitted through ASBA process;
- (bb) Applications not uploaded on the terminals of the Stock Exchange;
- (cc) Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- (dd) ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- (ee) Submission of Application Form(s) using third party ASBA Bank Account;
- (ff) Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- (gg) In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
- (hh) The UPI Mandate is not approved by Retail Individual Investor; and
- (ii) The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

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:

- Tripartite agreement dated November 28, 2024 amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated December 13, 2024 amongst our Company, CDSL and Registrar to the Offer.

The Company's shares bear an ISIN: INE16IQ01014

- a) An Applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the Application.
- b) The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful Applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;

To the Compliance Officer Biswashree Pati

19 Monohar Pukur Road, Cosmic Tower,
Sarat Bose Road, Kolkata – 700 029
West Bengal

Tel: +91 33 45038692

E-mail: cs@raftmotors.com

To the Registrar to the Offer MAS Services Limited

T-34, 2nd Floor, Okhla Industrial Area, Phase-II
New Delhi-110020

Telephone: +91 112 638 7281/82/83

Facsimile: +91 112 638 7384

E-mail: info@masserv.com

Website: www.masserv.com

Investor grievance: investor@masserv.com

SEBI Registration No: INR000000049

Contact person: Sharwan Mangla

Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment Advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one Working Day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the Offer.

Basis of Allotment

Allotment will be made in consultation with BSE (the Designated Stock Exchange). In the event of oversubscription, the Allotment will be made on a proportionate basis in marketable lots as set forth here:

- (a) The total number of Equity Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis, i.e., the total number of Equity Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category multiplied by the number of Equity Shares applied for).
- (b) The number of Equity Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. total number of Equity Shares applied for into the inverse of the over subscription ratio).
- (c) For Applications where the proportionate allotment works out to less than [●] Equity Shares the Allotment will be made as follows:
 - Each successful applicant shall be allotted [●] Equity Shares; and
 - The successful Applicants out of the total Applicants for that category shall be determined by the draw of lots in such a manner that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares worked out as per (2) above.
- (d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of [●] Equity Shares, the Applicant would be allotted Equity Shares by rounding off to the lower nearest multiple of [●] Equity Shares.
- (e) If the Equity Shares allocated on a proportionate basis to any category is more than the Equity Shares allotted to the Applicants in that category, the balance available Equity Shares for allocation shall be first adjusted against any category, where the allotted Equity Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising of Applicants applying for the minimum number of Equity Shares.
- (f) Since the Offer is a fixed price issue, the allocation in the Net Offer to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations shall be made as follows:
 - minimum fifty per cent to Retail Individual Investors; and
 - remaining to:
 - i) individual Applicants other than Retail Individual Investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares 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: If the Retail Individual Investor category is entitled to more than fifty per cent of the net Offer size on a proportionate basis, the Retail Individual Investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in the Retail Portion shall be allotted on a proportionate basis to Retail Individual Investors in the prescribed manner.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹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 BSE SME.

No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Offer is 100% underwritten.

Flow of Events from the Closure of Application Period (T Day) till Allotment:

- (e) On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA process with the electronic bid details

- (f) RTA identifies cases with mismatch of account number as per bid file / FC 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.
- (g) Third party confirmation of Applications to be completed by SCSBs on T+1 day.
- (h) RTA prepares the list of final rejections and circulate the rejections list with LM/ Company for their review/ comments.
- (i) Post rejection, the RTA submits the Basis of Allotment with the BSE.
- (j) The DSE, post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.
- (k) The RTA uploads the drawal numbers in their system and generates the final list of Allotees as per process mentioned below.

Process for Generating List of Allotees:

- (a) Instruction is given by RTA in their software system to reverse category wise all the Application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the Application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to Applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by BSE 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.
- (b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- (c) In categories where there is undersubscription, the Registrar will do full Allotment for all valid Applications.
- (d) On the basis of the above, the RTA will work out the Allotees, partial allottees and non-allotees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Basis of Allotment in the Event of Under Subscription

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The minimum subscription of 100% of the Offer size shall be achieved before our Company proceeds to get the Basis of Allotment approved by BSE SME.

BSE SME in addition to Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

Undertakings by Our Company

Our Company undertakes the following:

- (a) adequate arrangements shall be made to collect all Application Forms submitted by Applicants.
- (b) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (c) all steps for completion of the necessary formalities for listing and commencement of trading at the BSE where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;
- (d) if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- (e) the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (f) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Applicant within six Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- (g) Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- (h) no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.;
- (i) compliance with all disclosure and accounting norms as may be specified by SEBI from time to time;
- (j) our Company, in consultation with the LM, reserves the right not to proceed with the Fresh Offer, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer and inform the BSE SME promptly on which the Equity Shares are proposed to be listed; and
- (k) if our Company, in consultation with the LM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Prospectus with the BSE SME.

Undertakings by the Selling Shareholder

Only statements and undertakings which are specifically "confirmed" or "undertaken" by the Selling Shareholder in this Draft Prospectus shall be deemed to be "Statements and Undertakings made by the Selling Shareholder". All other statements and/or undertakings in this Draft Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholder. The Selling Shareholder specifically confirms and undertakes the following in respect of themselves and the Equity Shares being offered by them pursuant to the Offer for Sale:

- (a) The portion of the Offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer.
- (b) They shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of its Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations.
- (c) The portion of the Offered Shares have been held by the Selling Shareholders for a minimum period of one year prior to the date of filing the Draft Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations.
- (d) It is the legal and beneficial owner and have full title of its portion of the Offered Shares.
- (e) That it shall provide all reasonable co-operation as requested by our Company and that Lead Manager in relation to the completion of the Allotment and dispatch of the Allotment Advice, if required, and refund orders (as applicable) to the requisite extent of their Offered Shares.
- (f) They will not have recourse to the proceeds of the Offer for Sale, until approval for final listing and trading of the Equity Shares is received from the Stock Exchange.
- (g) They will deposit its Offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC.
- (h) They shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes an Application in the Offer, except as permitted under applicable law.
- (i) That they will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Lead Manager in redressal of such investor grievances that pertain to the Equity Shares held by him and being offered pursuant to the Offer.

The Selling Shareholders have authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of the Offer for Sale

Utilization of Offer Proceeds

Our Company specifically confirms that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Details of all monies utilized out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

Details of all unutilized monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

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.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50 lakhs or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 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 the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment under the FDI Policy and FEMA.

The Government has from time to time made policy pronouncements on foreign direct investment (“**FDI**”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as Department of Industrial Policy and Promotion*) (“**DPIIT**”), issued the FDI Policy, which is effective from October 15, 2020 (the “**FDI Policy**”), which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in the electric mobility sector/activities is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. In terms of the FDI Policy, if our Company becomes a foreign owned and controlled company, we will be subject to additional restrictions on foreign investments under the FDI Policy.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see “*Offer Procedure*” on page [●].

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure - Application by Eligible NRIs*” and “*Offer Procedure - Application by FPIs*” on pages 226 and 228.

Foreign Exchange Laws

The foreign investment in our Company is governed by, *inter alia*, the FEMA, the FEMA Non-debt Instruments Rules, the FDI Policy issued and amended by way of press notes.

Pursuant to the FDI Policy, FDI of up to 100% is permitted under the automatic route in our Company.

Further, in terms of the FEMA Non-debt Instruments Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See “*Offer Procedure*” on page 224.

In terms of the FEMA Non-debt Instruments Rules and the FDI Policy, a person resident outside India may make investments into India, subject to certain terms and conditions, and further provided that an entity of a country, which shares land border with India or where the beneficial owner of an investment into India, who is situated in or is a citizen of any such country, shall invest only with the approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the above restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Applicant should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the 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 application for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

We confirm that there are no material clauses of Article of Association that have been left out from disclosure having bearing on the Offer.

Table F Applicable.

No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.

CAPITAL

1. Authorized Capital

The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.

2. Increase of capital by the Company how carried into effect

The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.

3. New Capital same as existing capital

Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

4. Non-Voting Shares

The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.

5. Redeemable Preference Shares

Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.

6. Voting rights of preference shares

The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.

7. Provisions to apply on issue of Redeemable Preference Shares

On the issue of redeemable preference shares under the provisions of Article hereof, the following provisions shall take effect:

- (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;

- (b) No such Shares shall be redeemed unless they are fully paid;
- (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;
- (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and
- (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital

8. Reduction of capital

The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce

- (a) the share capital;
- (b) any capital redemption reserve account; or
- (c) any security premium account

In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.

9. Debentures

Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

10. Issue of Sweat Equity Shares

The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.

11. ESOP

The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.

12. Buy Back of shares

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.

13. Consolidation, Sub-Division and Cancellation

Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

14. Issue of Depository Receipts

Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.

15. Issue of Securities

Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.

MODIFICATION OF CLASS RIGHTS

16. Modification of rights

(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.

Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

New Issue of Shares not to affect rights attached to existing shares of that class.

(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

17. Shares at the disposal of the Directors

Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

18. Power to issue shares on preferential basis.

The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.

19. Shares should be Numbered progressively and no share to be subdivided.

The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

20. Acceptance of shares

An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.

21. Directors may allot shares as full paid-up

Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.

22. Deposit and call etc. to be a debt payable immediately.

The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.

23. Liability of Members

Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.

24. Registration of Shares

Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

25. The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act.

CERTIFICATES

26. Share Certificates.

- (a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.
- (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.
- (c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

27. Issue of new certificates in place of those defaced, lost or destroyed.

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further

space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

28. The first named joint holder deemed Sole holder.

(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.

Maximum number of joint holders.

(b) The Company shall not be bound to register more than three persons as the joint holders of any share.

29. Company not bound to recognise any interest in share other than that of registered holders.

Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

30. Installment of shares to be duly paid.

If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.

UNDERWRITING AND BROKERAGE

31. Commission

Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

32. Brokerage

The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.

CALLS

33. Directors may make calls

(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.

(2) A call may be revoked or postponed at the discretion of the Board.

(3) A call may be made payable by installments.

34. Notice of Calls

Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.

35. Calls to date from resolution.

A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.

36. Calls on uniform basis

Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.

37. Directors may extend time.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

38. Calls to carry interest

If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

39. Sums deemed to be calls

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

40. Proof on trial of suit for money due on shares.

On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

41. Judgment, decree, partial payment motto proceed for forfeiture.

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.

42. Payments in Anticipation of calls may carry interest

- (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend
- (b) or to participate in profits.
- (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis

apply to calls on debentures issued by the Company.

LIEN

43. Company to have Lien on shares.

The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

44. As to enforcing lien by sale.

For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfilment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.

45. Application of proceeds of sale.

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.

FORFEITURE AND SURRENDER OF SHARES

46. If call or installment not paid, notice may be given.

If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.

47. Terms of notice.

The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.

The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

48. On default of payment, shares to be forfeited.

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

49. Notice of forfeiture to a Member

When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately

prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.

50. Forfeited shares to be property of the Company and may be sold etc.

Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.

51. Members still liable to pay money owing at time of forfeiture and interest.

Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.

52. Effect of forfeiture.

The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

53. Evidence of Forfeiture.

A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles 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 shares.

54. Title of purchaser and allottee of Forfeited shares.

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.

55. Cancellation of share certificate in respect of forfeited shares.

Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

56. Forfeiture may be remitted.

In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.

57. Validity of sale

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

58. Surrender of shares.

The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.

TRANSFER AND TRANSMISSION OF SHARES

59. Execution of the instrument of shares.

- (a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.
- (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.

60. Transfer Form.

The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.

The instrument of transfer shall be in a common form approved by the Exchange.

61. Transfer not to be registered except on production of instrument of transfer.

The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

62. Directors may refuse to register transfer.

Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—

- (a) any transfer of shares on which the company has a lien.

That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;

63. Notice of refusal to be given to transferor and transferee.

If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.

64. No fee on transfer.

No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.

65. Closure of Register of Members or debenture holder or other security holders.

The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.

66. Custody of transfer Deeds.

The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.

67. Application for transfer of partly paid shares.

Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

68. Notice to transferee.

For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

69. Recognition of legal representative.

- (a) 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 person recognized by the Company as having any title to his interest in the shares.
- (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.

Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate

- (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

70. Titles of Shares of deceased Member

The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.

71. Notice of application when to be given

Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

72. Registration of persons entitled to share otherwise than by transfer. (transmission clause).

Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.

73. Refusal to register nominee.

Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

74. Board may require evidence of transmission.

Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

75. Company not liable for disregard of a notice prohibiting registration of transfer.

The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.

76. Form of transfer Outside India.

In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.

77. No transfer to insolvent etc.

No transfer shall be made to any minor, insolvent or person of unsound mind.

NOMINATION

78. Nomination

- i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.
- ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014
- iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.
- iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.

79. Transmission of Securities by nominee

A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-

- (i) to be registered himself as holder of the security, as the case may be; or
- (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;
- (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;
- (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided further 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 or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

DEMATERIALISATION OF SHARES

80. Dematerialisation of Securities:

Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.

JOINT HOLDER

81. Joint Holders

Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.

82. Joint and several liabilities for all payments in respect of shares.

- (a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

Title of survivors.

- (b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;

Receipts of one sufficient.

- (c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and

Delivery of certificate and giving of notices to first named holders.

- (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 delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.

SHARE WARRANTS

83. Power to issue share warrants

The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.

84. Deposit of share warrants

- (a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.
- (b) Not more than one person shall be recognized as depositor of the Share warrant.
- (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.

85. Privileges and disabilities of the holders of share warrant

- (a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.

- (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.

86. Issue of new share warrant coupons

The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

CONVERSION OF SHARES INTO STOCK

87. Conversion of shares into stock or reconversion.

The Company may, by ordinary resolution in General Meeting.

- a) convert any fully paid-up shares into stock; and
- b) re-convert any stock into fully paid-up shares of any denomination.

88. Transfer of stock.

The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.

89. Rights of stockholders.

The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

90. Regulations.

Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.

BORROWING POWERS

91. Power to borrow.

Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.

92. Issue of discount etc. or with special privileges.

Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

93. Securing payment or repayment of Moneys borrowed.

The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director,

Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.

94. Bonds, Debentures etc. to be under the control of the Directors.

Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

95. Mortgage of uncalled Capital.

If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

96. Indemnity may be given.

Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

MEETINGS OF MEMBERS

97. Distinction between AGM & EGM.

All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.

98. Extra-Ordinary General Meeting by Board and by requisition

- (a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members

When a Director or any two Members may call an Extra Ordinary General Meeting

- (b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.

99. Meeting not to transact business not mentioned in notice.

No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.

100. Chairman of General Meeting

The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.

101. Business confined to election of Chairman or Vice Chairman whilst chair is vacant.

No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.

102. Chairman with consent may adjourn meeting.

- a) 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.
- b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c) 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.
- d) 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.

103. Chairman's casting vote.

In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.

104. In what case poll taken without adjournment.

Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.

105. Demand for poll not to prevent transaction of other business.

The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

106. Members in arrears not to vote.

No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.

107. Number of votes each member entitled.

Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.

108. Casting of votes by a member entitled to more than one vote.

On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

109. Vote of member of unsound mind and of minor

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.

110. Postal Ballot

Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.

111. E-Voting

A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

112. Votes of joint members.

- a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.
- b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

113. Votes may be given by proxy or by representative

Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles

114. Representation of a body corporate.

A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.

115. Members paying money in advance.

- (a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.

Members not prohibited if share not held for any specified period.

- (b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.

116. Votes in respect of shares of deceased or insolvent members.

Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.

117. No votes by proxy on show of hands.

No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.

118. Appointment of a Proxy.

Modification of rights-(a 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.

119. Form of proxy.

An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

120. Validity of votes given by proxy notwithstanding death of a member.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.

121. Time for objections to votes.

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.

122. Chairperson of the Meeting to be the judge of validity of any vote.

Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

DIRECTORS

123. Number of Directors

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution

124. Qualification shares.

A Director of the Company shall not be bound to hold any Qualification Shares in the Company.

125. Nominee Directors.

- (a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement
- (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.
- (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.
- (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.

126. Appointment of alternate Director.

The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

127. Additional Director

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.

128. Directors power to fill casual vacancies.

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

129. Sitting Fees.

Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.

130. Travelling expenses Incurred by Director on Company's business.

The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.

PROCEEDING OF THE BOARD OF DIRECTORS

131. Meetings of Directors.

- (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

132. Chairman and Vice Chairman

- a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, to the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.
- b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.

133. Questions at Board meeting how decided.

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.

134. Continuing directors may act notwithstanding any vacancy in the Board

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.

135. Directors may appoint committee.

Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

136. Committee Meetings how to be governed.

The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

137. Chairperson of Committee Meetings

- a) A committee may elect a Chairperson of its meetings.
- b) 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.

138. Meetings of the Committee

- a) A committee may meet and adjourn as it thinks fit.
- b) 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.

139. Acts of Board or Committee shall be valid notwithstanding defect in appointment.

Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.

RETIREMENT AND ROTATION OF DIRECTORS

140. Power to fill casual vacancy

Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

POWERS OF THE BOARD

141. Powers of the Board

The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

142. Certain powers of the Board

Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say:

- (1) **To acquire any property, rights etc.:** Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.
- (2) **To take on Lease:** Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.
- (3) **To erect & construct:** To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.
- (4) **To pay for property:** At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

- (5) **To insure properties of the Company:** To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- (6) **To open Bank accounts:** To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.
- (7) **To secure contracts by way of mortgage:** To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.
- (8) **To accept surrender of shares:** To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.
- (9) **To appoint trustees for the Company:** To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (10) **To conduct legal proceedings:** To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.
- (11) **Bankruptcy & Insolvency:** To act on behalf of the Company in all matters relating to bankruptcy insolvency.
- (12) **To issue receipts & give discharge:** To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.
- (13) **To invest and deal with money of the Company:** Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- (14) **To give Security by way of indemnity:** To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon.
- (15) **To determine signing powers:** To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.
- (16) **Commission or share in profits:** To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.
- (17) **Bonus etc. to employees:** To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.
- (18) **Transfer to Reserve Funds:** To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board

may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.

- (19) **To appoint and remove officers and other employees:** To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.
- (20) **To appoint Attorneys:** At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
- (21) **To enter into contracts:** Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- (22) **To make rules:** From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.
- (23) **To effect contracts etc.:** To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.
- (24) **To apply & obtain concessions licenses etc.:** To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
- (25) **To pay commissions or interest:** To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.
- (26) To redeem preference shares.
- (27) **To assist charitable or benevolent institutions:** To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
- (28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
- (30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by

creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.

- (31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.
- (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.
- (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.
- (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.
- (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.
- (36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.
- (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.
- (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

MANAGING AND WHOLE-TIME DIRECTORS

143. Powers to appoint Managing/ Whole-time Directors.

- a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
- b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

144. Remuneration of Managing or Whole-time Director.

The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.

145. Powers and duties of Managing Director or Whole-time Director.

- (1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.

- (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.
- (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.
- (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.
- (5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

146. Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer

- a) 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.
- b) 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

147. The seal, its custody and use.

- (a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.
- (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.

148. Deeds how executed.

The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDEND AND RESERVES

149. Division of profits.

- (1) 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.

- (2) 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.
- (3) 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.

150. The company in General Meeting may declare Dividends.

The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

151. Transfer to reserves

- a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

152. Interim Dividend.

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.

153. Debts may be deducted.

The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

154. Capital paid up in advance not to earn dividend.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.

155. Dividends in proportion to amount paid-up.

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 dividends as from a particular date such share shall rank for dividend accordingly.

156. Retention of dividends until completion of transfer under Articles.

The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.

157. No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.

No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.

158. Effect of transfer of shares.

A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.

159. Dividend to joint holders.

Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.

160. Dividends how remitted.

- a) 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.
- b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

161. Notice of dividend.

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.

162. No interest on Dividends.

No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.

CAPITALIZATION

163. Capitalisation

- (1) The Company in General Meeting may, upon the recommendation of the Board, resolve:
 - (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:
 - (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) 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; or
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

164. Fractional Certificates.

- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —
 - (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and
 - (b) generally, to do all acts and things required to give effect thereto.
- (2) The Board shall have full power -
 - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also
 - (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 capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.

- (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.

165. Inspection of Minutes Books of General Meetings.

- (1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.
- (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.

166. Inspection of Accounts

- a) 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.
- b) 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.

FOREIGN REGISTER

- 167.** The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.

DOCUMENTS AND SERVICE OF NOTICES

168. Signing of documents & notices to be served or given.

Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.

169. Authentication of documents and proceedings.

Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.

WINDING UP

- 170.** 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

171. Directors' and others right to indemnity.

Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him

in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.

172. Not responsible for acts of others

Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

SECRECY

173. Secrecy

- (a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter 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.

Access to property information etc.

- (b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company 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 filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days and on the website of our Company at [●] from date of the Prospectus until the Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Offer Closing Date.

A. Material Contracts for the Offer

- a) Offer Agreement dated December 20, 2024 between our Company, the Selling Shareholder and the LM.
- b) Registrar Agreement dated December 20, 2024 between our Company, the Selling Shareholder and the Registrar to the Offer.
- c) Banker to the Offer Agreement dated [●] among our Company, the Selling Shareholder, IM, Banker to the Offer and the Registrar.
- d) Market Making Agreement dated [●] amongst our Company, the Selling Shareholder, the LM and the Market Maker.
- e) Syndicate Agreement dated [●] amongst our Company, the Selling Shareholder, the ML, and Syndicate Members.
- f) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholder, the ML and the Underwriters.
- g) Tripartite agreement dated November 28, 2024 amongst our Company, NSDL and Registrar to the Offer.
- h) Tripartite agreement dated December 13, 2024 amongst our Company, CDSL and Registrar to the Offer.

B. Material Documents

- a) Certified copies of the Memorandum of Association, and Articles of Association of our Company, as amended from time to time.
- b) Certificate of incorporation dated October 16, 2019 issued to our Company, under the name 'Raft Motors Private Limited' by the RoC.
- c) Certificate of incorporation dated December 16, 2024 issued by the Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre, consequent upon change from 'Raft Motors Private Limited' to 'Raft Motors Limited', pursuant to conversion to a public limited company.
- d) Resolution of the Board of Directors dated December 16, 2024, authorising the Offer and other related matters.
- e) Shareholders' resolution dated December 20, 2024, approving the Offer and other related matters.
- f) Resolution of the Board of Directors dated December 22, 2024 approving the Draft Prospectus.
- g) Consent letter dated December 6, 2024 and resolution of the board of directors of our Company dated December 6, 2024 approving the participation of Aditya Vikram Birla in the Offer and other related matters.
- h) Certificate on KPI's issued by our Statutory Auditors, namely Baid Agarwal Singhi & Co. dated December 21, 2024.
- i) Copies of the audited financial statements of our Company for the eight months ended November 30, 2024 and preceding three year ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Financial Statements for the year ended March 31, 2024, March 31, 2023 and March 31, 2022.
- j) The examination report dated December 21, 2024, of the Statutory Auditors on our Restated Financial Statements.

- k) The statement of possible special tax benefits dated December 21, 2024 from the Statutory Auditors.
- l) Consent of the Directors, the Lead Manager, the Market Maker, the Syndicate Members, the Monitoring Agency, legal counsel to the Offer, Registrar to the Offer, Bankers to our Company, the Selling Shareholder, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), Sponsor Bank, Company Secretary and Compliance Officer as referred to in their specific capacities.
- m) Consent dated December 21, 2024, from Baid Agarwal Singhi & Co., Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 21, 2024 on our Restated Financial Statements; and (ii) their report dated December 21, 2024 on the statement of tax benefits in this Draft Prospectus 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.
- n) Due diligence certificate dated [●] addressed to SEBI from the LM.
- o) Approval from BSE vide letter dated [●] to use the name of BSE in this Offer Document for listing of Equity Shares on the BSE SME
- p) In principle listing approval dated [●] issued by BSE.

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 notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, 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 Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Aditya Vikram Birla
Chairman and Non-Executive Director

Sd/-

Gayatri Birla Agrawal
Non-Executive Director

Sd/-

Kushal Choudhury
Whole-Time Director

Sd/-

Nikita Rateria
Independent Director

Sd/-

Amit Singhania
Independent Director

SIGNED BY THE CFO OF OUR COMPANY

Sd/-

Om Prakash Lohia
Chief Financial Officer

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

Biswashree Pati
Company Secretary and Compliance Officer

Date: December 22, 2024

Place: Kolkata, West Bengal

DECLARATION

Aditya Vikram Birla, hereby confirms that all statements, disclosures and undertakings specifically made by him in this Draft Prospectus in relation to himself, as the Selling Shareholder and his Offered Shares, are true and correct. He assumes no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Prospectus.

SIGNED BY ADITYA VIKRAM BIRLA

Sd/-

Date: December 22, 2024

Place: Kolkata, West Bengal